**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 provides 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 which advance the interest of the members.
d) To acquire and disseminate professional information 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.**
Regular membership shall be open to motor carriers and logistic companies engaged in providing or arranging in the transport of property by truck for expedited domestic or international service and/or the transport of freight in connection with an air shipment. Only members in good standing qualifying under Section 1 shall have the right to vote.

**Section 2.**
Business firms or persons may be eligible for membership in the Association, if qualified in one of the following classes:

a) Associate 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, brokers, forwarders and businesses that provide a service or supply equipment or parts used in the operation of a member's business. They shall be entitled to all rights and privileges of membership except as restricted by Article V, Section 3. This member is permitted to hold office as provided in Article 5, section 1.
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 the 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 shall be sent by generally accepted means of communication (defined as email, regular mail, facsimile or at a general assembly meeting) to the members.
c) *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 generally accepted

means of communication sent at least five (5) days before the meeting. 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 or represented by proxy and qualified to vote, provided that those members represent a quorum.
d) *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.
e) *Meeting Participation.* Only members in good standing have the right to attend Association and committee meetings or other non-public Association functions with any exceptions permitted only with the majority of the Board's approval.

**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 valid 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, or represented by proxies, 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 present or represented by proxy.
b) *Lack of Quorum.* Adjournment of any meeting due to lack of a quorum in attendance or represented by proxies 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. ELECTION OF THE BOARD OF DIRECTORS

**Section 1.**
a) The Board of Directors shall consist of fifteen (15) persons who shall be comprised of fourteen elected Directors, of which at least 51% shall be a representative of a motor carrier regular member plus the immediate past President of the Association.
b) The election of officers and other members of the Board of Directors shall be held every year by generally accepted means of communication and announced at the Annual Membership Meeting of the Association. The term of office for the Board of Directors shall be for a three (3) year period or until qualified successors having 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 three members as a Nominating Committee ninety days (90) prior to the election date when elections are required. The chairman shall be a past President of the Association, when possible. The Nomination Chairperson will solicit member recommendations and present a slate of nominations to the membership along with profiles of each nominee via generally accepted means of communications, sixty (60) days prior to the Annual Membership Meeting.

B) *Write In Ballot.* After presentation of the slate of the Nominating Committee, any member in good standing may nominate qualified member(s) by any generally accepted means of communication up to thirty days (30) before the election to the Nominating Chair for inclusion on the ballot.

**Section 3.**
*Election.* The election for members of the Board of Directors shall be by a plurality vote of regular members in good standing, entitled to vote and present or be represented by proxy at the Annual meeting. In case of a tie in the vote for any Board of Director, the seat will be decided by lot drawn by President of the Board of Directors between the tied Directors.

**Section 4.**
*Installation.* Installation of the newly elected Board of Director members shall be announced and inducted at the annual membership meeting.

## ARTICLE VI. DUTIES OF THE BOARD OF DIRECTORS

**Section 1.**
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.
d) To engage the services of an Executive Director
e) The Board of Directors has the authority to enter into contracts on behalf of the Association, to solicit funds and grants, to authorize research, and to otherwise take such action deemed necessary to fulfill the goals and objectives of the Association, unless this power is designated to the Executive Director.

**Section 2.**
*Qualified Representative.* Each Director shall be the representative of a qualified voting member company in good standing or as provided for in Article V, Section 1.

**Section 3**
*Regular Meetings*. 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, in person or via generally accepted means of communications.

**Section 4.**
*Special Meetings.* 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 5.**
*Quorum.* 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 6.**
*Non-Physical Meetings.* In the event a non-physical meeting is called the President may elect to employ voting by generally accepted means of communications 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.

**Section 7.**
The Board of Directors shall, upon advice of legal counsel, adopt and promulgate antitrust guidelines that will govern all Association meetings and activities.

**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 VII. OFFICERS OF THE BOARD OF DIRECTORS AND THEIR DUTIES

**Section 1.**
The Association shall have four officers: President, Vice President, Secretary, and Treasurer as voted on by the Board of Directors, following the annual elections. 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 President shall appoint the following Standing Committees:
a) *Nominating Committee.* The nominating committee shall consider members for nomination and present a slate of candidates for Association Board of Directors as outlined in Article V, Section 2 a).
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 5.**
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 6.**
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 7.**
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 8.**
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.

a. Shall oversee the financial work of the Association and the financial work of the Executive Director.
b. The Treasurer shall make a financial report at the regular annual meeting and at all meetings of the Board of Directors.
c. Receive and give or cause to be given, receipts for moneys paid in or on account of the Association; pay out of the funds on hand all just debts of the Association of whatever nature upon maturity of the same unless otherwise directed by the Board of Directors or the President.
d. Enter or cause to be entered in the books of the Association full and accurate accounts of the Association; and whenever required by the Board of Directors or the President.
e. Render a statement of cash accounts.
f. Keep or cause to be kept such books and records as will show a record of expenses, losses, gains, assets.
g. Provide, to the annual meeting of the Association and all Board of Directors meetings, a report of the finances of the Association.
h. And to perform all duties incidental to the office of Treasurer.

## ARTICLE VIII. EXECUTIVE DIRECTOR

The Association may utilize the services of 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 a two-thirds vote of the Board of Directors.

In the event the Board of Directors does not appoint an Executive Director, the duties of this office, shall be performed by the Secretary, Treasurer or any such Director(s) as may be assigned by the Board of Directors.

## ARTICLE IX. RESIGNATIONS AND VACANCIES

**Section 1.**

Any Director may resign, which resignation shall be effective upon giving written notice to the Chairman, the President, the Secretary or the Board, unless the notice specifies a later time for the resignation to become effective. Members of the Board shall be deemed to have automatically resigned in the case of three consecutive absences or five cumulative absences during the three year term of office, from regularly scheduled Board meetings, to include scheduled conference calls, except in extraordinary circumstances.

The Executive Director is directed to send a cautionary advice of this provision to the Board member in question, following the members second consecutive unexcused absence or his/her fourth accumulated absence without adequate cause. The President shall determine if the cause of absence is adequate and, if adequate, shall deem such absence excused. 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.

Should a Past President submit their resignation the immediate Past Presidents in descending order shall be contacted to fill the Past President position. In the unlikely event the offer is declined by all, the Board of Directors shall have the option of leaving the position vacant, until the next scheduled election of officers, or they may appoint a person to serve as an interim Past President.

## ARTICLE X 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 no 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 XI 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 XII SPECIAL BY LAWS

For the purpose of establishing Board representation on an equal expiration of terms, this Special By-Law is specifically adopted.

### Section 1.

For all Board of Director positions up for election with the Annual Membership meeting in 2010, the top five (5) highest voted, will serve a Three Year Term (3), unless the Nominations committee specifically nominates a

Director for a term less then three years (3), in which case the balance of those elected shall be for a term of two years (2).

**Section 2.**
For all Board of Director positions up for election with the Annual Membership meeting in 2011, the top five (5) highest voted, will serve a Three Year Term (3), unless the Nominations committee specifically nominates a Director for a term less then three years (3), in which case the balance of those elected shall be for a term of one year (1).

**Section 3.**
This Article will be automatically dropped, without a vote immediately after the Annual Membership meeting in 2011.

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