Constitution and By-Laws

Revised 2016

CONSTITUTION

ARTICLE I - NAME

This organization shall be known as:

The Transportation Club of Dallas Fort Worth

ARTICLE II – PURPOSE

Its purpose is to promote and develop the Dallas-Fort Worth area as a transportation crossroads; to promote fellowship and establish close working relationships between persons involved in transportation; physical distribution of persons and materials; to educate and develop knowledge and understanding of transportation matters among the citizens of the area; to unite the transportation community into a cohesive organization dedicated to the general welfare of the area with respect to transportation and to cooperate with other entities having similar goals.

ARTICLE III- MEMBERSHIP

Section 1. Classes of Members: There shall be four classes of members: Associate, Honorary, Life and Regular.

Section 2. Qualifications: Any person shall be eligible for membership as follows:

- **Regular:** Any person directly involved in providing transportation services or directly involved in procuring such services (Transportation companies, shippers, public warehouses, freight forwarders, customs brokers, freight brokers, marine insurance, port authorities, consultants and persons who have retired from this category and are gainfully employed.)
- **Associate:** Any person directly involved on an ongoing basis in servicing or promoting the transportation industry (attorneys, CPAs, universities, consulates, US Government, state government, city government and persons who have retired from this category and are gainfully employed.)

- **Honorary:** Such membership may be conferred upon any person who, in the opinion of the Board, has rendered an outstanding contribution to the transportation industry. Honorary members shall have the full privileges of a regular member and shall be **exempt** from all membership dues.
- **Life:** Any member who is retired and is not otherwise gainfully employed, or has reached the age of 65. Any person who has retired has the option of remaining a regular or associate member upon payment of full dues, and shall remain in the category from whence the member came at time of retirement.

Section 3. Application for Membership: Application for membership shall be made in writing or via email to the Secretary on the forms provided for that purpose and must be endorsed by two members of the Club in good standing and must be accompanied by the dues provided for in Section 1, Article IV. Said application shall indicate classification under which applicant seeks membership.

Section 4. Members shall be elected to membership by a unanimous vote of the Board of Directors present at any meeting and the Board shall have the authority to limit such membership.

Section 5. Transfer of Membership: Membership may be transferred with the approval of the Board of Directors.

ARTICLE IV – DUES

Section 1. Members shall pay in advance annual dues as established by the Board of Directors. Annual dues shall be payable on June 1st of each year, except that members may elect to make semi-annual payments on June 1st and January 1st of each year.

Section 2. Arrears. In case the dues of any member are in arrears for thirty days, the Secretary shall notify the member in writing as soon as possible after the expiration of the thirty days that he/she is liable to suspension for non-payment of dues, and unless payment is made within thirty days from the date of mailing such notice, the member shall automatically be suspended. Suspended members may be reinstated with the approval of the Board of Directors, provided that no such reinstatement shall become effective until the suspended member has paid all back dues in full.

ARTICLE V – OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS

(A) The officers of the Transportation Club of Dallas Fort Worth shall consist of President, First Vice President, Second Vice President, and Treasurer.

(B) The Board of Directors shall consist of twelve regular or honorary members from any of the following classification groups and the immediate past president, and shall be uniformly representative of the regular membership, such as:

1. Shippers
   A. Manufacturing/Processing
   B. Produce
   C. Construction
   D. General
2. Carriers
   A. Rail
   B. Motor
   C. Air
   D. Water
3. Warehouses, International Forwarders, Customs Brokers, Freight Handlers and other transportation related:
   A. Warehouse
   B. Forwarder
   C. Customs, Brokers
   D. Freight Handlers
   E. Freight Brokers
   F. Port Authorities
   G. Transportation Consultants
   H. Transportation Insurance
   I. Transportation Services

ARTICLE VI – AMENDMENTS

The Constitution and By-Laws may be amended by a two-thirds vote of the eligible Regular Members either in person or by proxy, provided a quorum is present as required in Article II, Section 4, of the By-Laws, and provided notice of such amendment is stated in detail in the call for the meeting and mailed or emailed to each member at least 30 days prior to the date of the meeting.

BY-LAWS

ARTICLE I- CLASSIFICATION OF MEMBERS

Section 1. Members shall be classified according to their current affiliation as categorized in Article III, Section 2, of the Constitution. In case of dispute, the decision of the Board of Directors shall be final and binding.

ARTICLE II – MEETINGS

Section 1. Regular meetings shall be held the second Monday of each month at a time and place fixed by the Board of Directors unless changed in accordance with Section 5 hereof.

Section 2.

(a) The Annual Membership Meeting shall be on the second Monday of June of each year at which time Officers and Directors for the ensuing year shall be installed.
(b) The Annual Meeting of the Board of Directors shall be held the third Tuesday in April each year.

Section 3. Special meetings shall be called at any time by the President on written request of fifty percent or more members of the Board of Directors or of twenty-five or more eligible members. Notice of such special meetings shall be mailed or emailed to all regular members (honorary or otherwise) at least seven days before the date fixed for such meeting which shall state the purpose thereof and no other business shall be considered at such special meeting.

Section 4. A quorum of the members of the conduct of any business shall consist of twenty five (25) or more regular members in good standing. Each eligible regular or honorary member shall be entitled to one vote. Associate and life members are not permitted to vote or participate in any business transactions of the Club. A quorum of the Board of Directors shall be fifty (50) percent or more of the board members.

Section 5. The Board of Directors shall have the authority to change the time of all meetings, except special meetings, provided all members are advised thereof at least five days prior to scheduled meetings.

ARTICLE III – NOMINATION AND ELECTION OF BOARD OF DIRECTORS

Section 1. The Board of Directors set forth in Article V of the Constitution shall be elected for a two year term.

Section 2.

(a) On or before February 1st of each year, the President shall appoint a Nominating Committee consisting of two members from each Classification Group.

(b) On or before February 15th of each year, the Nominating Committee shall select two or more nominees for each expiring membership on the Board of Directors, each nominee t be select from the same classification as the expiring membership, and report the names of the selected nominee t the President and Secretary-Treasurer. If the incumbent First or Second Vice President's term on the Board of Directors is expiring, they shall automatically serve an additional two year term.

(c) Twenty-five or more eligible members may submit additional nominees for each expiring membership on the Board of Directors by notifying the Secretary-Treasurer in writing on or before February 15th, provided that each nominee shall be selected from the same classification as the director he is nominated to succeed.

Section 3. BALLOTING.

(a) Only Regular and Honorary members shall have the right to vote and hold office.

(b) On or before the second Monday in March, the Secretary shall mail or email to each Regular or Honorary member in good standing on that date, a list of members nominated from each classification, a ballot, a self addressed return envelope and appropriate instructions to the voter.

(c) Each Regular and Honorary member, on receipt of the official ballot provided in Paragraph (b) hereof, may select only for vacancies in the classification for which they were nominated. When the names selected have been placed on the official ballot, the member voting the ballot shall mail or email it to the Secretary clear marking the envelope or email as follows: "Ballot, The Transportation Club of Dallas Fort Worth."

(d) On or before March 8th of each year, the President shall appoint a Ballot and Teller Committee consisting of eligible members in good standing, one from each classification, one of whom shall be appointed Chairman. None of the nominees selected under Paragraphs (b) and (c), Section 2, shall be

appointed to the committee. On the second Monday in April the Secretary shall assemble all ballots received by him or her up to that time and deliver them, unopened, to said Ballot and Teller Committee no later than 1:00 P.M. of that date.

(e) On the second Monday in April, the Ballot and Teller Committee shall require from the Secretary all ballots cast and filed with him or her at or prior to 1:00 P.M. on that date, canvass the returns, tabulate the votes and make a written record of each and every nominee voted for and the number of votes cast for each. The nominee receiving the greatest number of votes in any classification shall be declared elected to fill any vacancy in that classification. In case of a tied vote between any nominees for vacancy in the same classification, the candidates involved shall, at the Annual Meeting of the Board of Directors, draw and the winner shall be declared elected.

Section 4. Selection of Officers.

(a) The Board of Directors shall select from its members a President, two Vice Presidents and a Treasurer with no consideration given to classifications or time frame. Each officer position should be put forward by the Nominating Committee.

(b) The office of the Secretary shall be appointed by the Board of Directors to serve for the club year, with salary and duties fixed by them. The Secretary shall not serve on the Board of Directors, but shall have all other privileges of the membership and shall be placed under bond at the expense of the club.

(c) At the Annual Membership Meeting, the President shall announce the names of those elected. The Directors so elected shall be inducted into office at the Annual Meeting. Such Officers shall assume office upon induction at the June Meeting.

ARTICLE IV – QUALIFICATIONS OF CLUB OFFICERS

Only Regular and Honorary members may hold office.

ARTICLE V – VACANCIES

All officer vacancies shall be filled by the Board of Directors without regard to classification, except the office of Secretary.

Board Members are expected to attend the Annual Membership Meeting on the second Monday in June, the Board of Directors Meeting in August and the Annual Meeting of the Board of Directors on the third Tuesday of April each year. If a Board Member misses 2 consecutive meetings their position is considered vacated. The Board of Directors shall fill any vacancy without regard of membership classification.

ARTICLE VI – FINANCIAL REPORT

The Board of Directors shall submit in writing an annual report to the members of the financial conditions of the Club or at any time on written request of 25 or more members in good standing.

ARTICLE VII – COMMITTEES

The President shall appoint any committees from the membership of the Club necessary for the operation of the Club.

ARTICLE VIII – CLUB YEAR

The Official Club Year starts and ends with the June induction meeting.

ARTICLE IX – DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Club, of the Board of Directors, designate all committee chairman, and shall perform all other duties required of that office. In his or her absence, the First Vice-President shall assume these duties. In the absence of both the President and the First Vice-President, the Second Vice-President shall assume the duties of President.

Section 2. The Vice-Presidents shall perform such duties as may be assigned to them by the President.

Section 3. The Treasurer shall oversee the collection and disbursement of all money, maintain all financial related records, provide monthly financial reports to the Board of Directors, audit financial transactions and reporting for all special events or promotions and file the annual tax return to the IRS for the Club.

Section 4. The Secretary shall collect all money, conduct correspondence, keep all minutes and records, issue notices, keep the roll numbers and perform such other duties as belong to the office and are assigned to him or her by the President or Board of Directors.

Section 5. The Board of Directors shall have full authority to determine all matters affecting the finances, management, welfare and policy of the organization not set forth herein. It shall have authority to interpret this Constitution and By-Laws. It shall have the authority to accept, suspend, expel or reinstate members. Members shall not be reinstate without payment of all past dues.

ARTICLE X – CHARTER MEMBERS

All applications for membership received by the Secretary on or before April 1, 1953, and accepted for membership shall be designated as Charter Members. The Secretary-Treasurer shall preserve a record of Charter Members.

ARTICLE XI – RULES OF ORDER

Roberts Rules of Order shall govern parliamentary procedure in conduct of meetings, except when in conflict with the Constitution and By-Laws

Appendix A-1

Calendar of Events:

- **February 1st: Nominating Committee appointed by the President.**
- **February 15th: Cutoff date for nominees for expiring Board Members.**
- **March 8th: Ballot and Teller Committee**
- **March: Second Monday. Ballots to members in good standing.**
- **April: Second Monday-Secretary submits votes to be tabulated by the Ballot and Teller Committee.**
- **April. Third Tuesday Board of Directors Meeting.**
- **May 31st: End of Fiscal Year**
- **June 1st: Start of Fiscal Year**
- **June 1st: Annual dues**
- **June: Second Monday Annual Membership Meeting.**
- **October 15th: File Taxes**
- **October: Prepare for Christmas Party.**
- **November Meeting: Doug Chaney Remembrance. Celebrate with Apple or Banana Pie.**