

BY-LAWS of the Customized Logistics and Delivery Association

ARTICLE I - NAME AND PURPOSE

Section 1.1 **Name**

The name of the organization is THE CUSTOMIZED LOGISTICS AND DELIVERY ASSOCIATION, also referred to here-after as the "Association". The Association may also conduct its business and affairs under the name of "The Customized Logistics & Delivery Association" or simply "CLDA".

Section 1.2 **Purpose**

The purpose of the Association is to promote, advocate, educate and provide networking and business opportunities for the time-critical customized delivery community. ~~Promote, educate, encourage, and broaden and advance the interests of those engaged in customized logistics and delivery industry.~~

Section 1.3 **Insignia**

The Association shall adopt an insignia, emblem or logo to be used by members under guidelines for such use established by the Association.

Section 1.4 **Non-Profit Status**

The Association shall be organized as a non-profit organization.

Section 1.5 **Affiliations**

The Association may affiliate with or otherwise participate in the activities of other organizations where matters affecting the welfare of the customized logistics and delivery industry are concerned.

Section 1.6 **Fiscal Year**

The Association's fiscal year shall begin on January 1 of each year and end on December 31 of that same year.

ARTICLE II - MEMBERSHIP

Section 2.1 **Authority to Admit Members**

The Board shall have the authority to admit new members in any of the below categories. Such authority may be delegated to the Executive Director. All memberships shall be held in the company's name.

Section 2.2 **Regular Members**

Either a customized logistics and delivery motor carrier or a motor carrier broker. The Board of Directors may determine from time to time the manner accrediting representatives of a member firm.

Motor Carrier

An organization registered with the DOT and state authority as an Interstate or Intrastate Motor Carrier which directly transports freight or parcels.

Freight Forwarder

An organization which provides logistics services as an intermediary between the shipper and the carrier, typically on international shipments. Freight forwarders provide the ability to respond quickly and efficiently to changing customer and consumer demands and international shipping (import/export) requirements.

Freight Broker

An individual or company that serves as a liaison between another individual or company that needs shipping services and an authorized motor carrier. Though a freight broker plays an important role in the movement of cargo, the broker doesn't function as a shipper or a carrier

3PL (third-party logistics)

A provider that offers outsourced logistics services (distribution, warehousing and fulfillment), which encompass anything that involves management of one or more facets of procurement and fulfillment activities. In business, 3PL has a broad meaning that applies to any service contract that involves storing or shipping items.

Section 2.3 **Shipper Members**

Shall be those businesses, who subscribe to and support the objectives and commitments of the Association and who own or control the goods being shipped. Shipper members shall not be entitled to vote or hold elected office in the Association.

Section 2.4 **Affiliate Members**

Shall be those businesses, other than those in the above categories, who subscribe to and support the objectives and commitments of the Association and who provide a product or service to the industry. Affiliate members shall not be entitled to vote or hold elected office in the Association. The Association has the right to deny Affiliate membership to any individual or organization the Board deems to be in direct competition with the CLDA and or any of its revenue generating activities, including, but not limited to, the magazine and annual conventions.

Section 2.5 **Honorary Memberships**

May be conferred by unanimous vote by the Board of Directors upon individuals who have retired from the active involvement in the industry, or who have performed eminent service to the Association.

Section 2.6 **Additional Classes**

The Board has the authority to admit additional classes of membership may from time to time be created or established and duly recorded in the Policy and Procedures Manual

Section 2.7 **Prospective Members**

Prospective members shall sign a completed application for membership containing an agreement to abide by the Association's Code of Ethics. Such application shall be accompanied by whatever appropriate dues or fees shall then be in effect.

Section 2.8 Resignation: Suspension: Termination: Reinstatement:

- (a) Resignation: Any member may voluntarily withdraw from membership at any time.
- (b) Suspension: Any member who has not paid their dues ~~by June 1~~ of any given year will be automatically suspended and all benefits will immediately cease as delineated by the membership committee.
- (c) Termination: A member may be expelled for any violation of these bylaws or any agreement, rule or practice properly adopted by the Association, including its Code of Ethics, or any conduct deemed prejudicial or detrimental to the interests of the Association. Written and detailed charges shall be furnished to any member being considered for termination not less than (30) days prior to the meeting of the Board of Directors or Ethics Committee set for such purpose. Any member under charges herein shall be offered an opportunity to be heard at such meeting. The Board shall have the power to take any action it deems appropriate, except that a termination of a member requires a majority vote at a meeting at which at least two-thirds of the Board of Directors are present.
- (d) Reinstatement: Any member who has voluntarily resigned, or who has been dropped from the membership rolls for non-payment of dues can request reinstatement by the payment of all dues, charges or assessments than owing.

ARTICLE III - DUES AND ASSESSMENTS

Section 3.1 Dues

Annual dues for members shall be set by the Board of Directors, at or before, the previous year's Fall Board meeting.

Section 3.2 Special Assessments

Assessments for special purposes may be levied by the Board of Directors as, from time to time, may be necessary. Funds from such assessments may not be commingled with the general funds of the Association.

Section 3.3 Terms

All dues and assessments shall be payable in advance either on an annual, semi-annual, quarterly, or monthly basis, as determined by the Board of Directors.

Section 3.4 **Termination**

Failure to pay dues or assessments will result in suspension and/or termination in accordance with Section 2.8 above.

Section 3.5 **Good Standing**

Any member who is current in their dues payments for the calendar year and has not been suspended for any other reason is a Member in Good Standing.

ARTICLE IV - OFFICERS, BOARD OF DIRECTORS, EXECUTIVE DIRECTOR

Section 4.1 **Composition of Board of Directors**

The affairs of this Association are vested in a Board of Directors which shall consist of the Immediate Past President and fourteen (14) elected Directors, The members of the Board will nominate and elect from within their ranks, the officers enumerated in Section 4.2 below.

Section 4.2 **Officers**

Officers of the Association shall consist of a President, ~~President-Elect, First Vice President, Second Vice President~~, Secretary and Treasurer. Each officer must be the designated representative from his or her company and a member in Good Standing with the Association.

Section 4.21 **Director Eligibility to Serve**

In order to serve as a Director an individual must:

- (a) represent a Regular member company as defined in Section 2.2
- (b) be current in their membership dues
- (c) be a member in Good Standing
- (d) not be employed by a company that currently has a director serving on the board

Section 4.3 **Election of Directors**

Directors shall be elected by a vote of the members in Good Standing. The Board at its discretion may set forth the terms and conditions of holding the annual election for Directors so long as those terms and conditions are adopted and specified in the Policy and Procedures Manual.

Section 4.31 **Altering a Directors Term**

The Board, at its discretion, and with consent of the individual, may alter the term of any Director by one year to restore the ideal balance of having 7 Directors terms expire each given year.

Section 4.4 **Executive Director**

The Executive Director shall be hired by the Board of Directors to maintain a central office for the purpose of administering the day-to-day affair of the Association. The Executive Director shall be responsible to the Board of Directors in all of his or her duties, and shall carry out such duties at the direction of the Board. .

Section 4.5 **Executive Committee**

The Executive Committee shall be composed of the officers enumerated in Section 4.2 above, plus the Immediate Past President. The Executive Director will serve Ex Officio and will have no vote. The Executive Committee shall have power to make decisions requiring action between meetings of the Board of Directors, and shall prepare and submit for Board approval all actions taken by it as specified in the Policy and Procedures Manual.

ARTICLE V - DUTIES OF THE BOARD OF DIRECTORS

Section 5.1 **Duties**

The duties of the Board of Directors shall be to manage the affairs of the Association so as to further and accomplish goals and objectives of the Association. The Board shall have full administrative and policy authority in all Association matters, except as otherwise provided in these By-Laws. ~~All actions of the Board may be subject to referendum vote by the Active membership of the Association, and such membership may rescind any act or acts of the Board, wherein the rights of third persons are not involved, upon a two-thirds (2/3) vote of the active membership who are entitled to vote, except that action with respect to the By-Laws of the Association may be rescinded upon a majority vote.~~

Section 5.2 **Board Authority**

The Board of Directors has the authority to enter into contracts on behalf of the Association per the finance policy, to solicit grants and funds, to authorize research, and to otherwise take such action deemed necessary to fulfill the goals and objectives of the Association.

Section 5.3 **Schedule of Board Meetings**

Regular Meetings of the Board of Directors shall be held immediately after its election, and at least two (2) other times during the year as determined by the Board of Directors or its Executive Committee.

Section 5.4 **Special Meetings**

Special Meetings of the Board of Directors may be called by the President or, at the written request of any four of the Board, or a majority of the Executive Committee, upon the written notice to each member of the Board.

Section 5.5 **Quorum**

A quorum for the transaction of business at any meeting of the Board of Directors shall be a majority of the Board. The President or Acting President shall act as Chairman of the Board of Directors.

Section 5.6 **Board Compensation and Reimbursed Travel**

With the exception of the Executive Director, the elected officers and Board members shall serve without compensation, and none shall accept remunerative employment by the Association. When a Director is not compensated by others for travel expenses to Association meetings, his or her expenses may be reimbursed by the Association with approval of the Board of Directors or the President.

Section 5.7 **Board Meeting Attendance**

If a Director has missed two consecutive Board meetings in one year, or three meetings in the course of his/her term, that Director will be ineligible for further nomination to the first election after their term expires unless expressly allowed by a 2/3 affirmative vote of the Board of Directors.

Section 5.8 **Resignation**

Resignation by a member of the Board, for any reason, may be submitted at any time to the President or Secretary of the Association. Vacancies created by such resignations shall be filled by nomination by the President and a subsequent majority vote of the Board of Directors. If the Board has not filled a vacancy(ies) by the time of the elections at the annual meeting, then that vacancy(ies) shall be filled by the winning candidate(s) receiving the most number of votes. Any Director[s] thus appointed or elected shall serve only the balance of the un-expired term.

Section 5.9 Indemnification

- (a) Every person who is or has been an officer or director of this Association shall be indemnified and held harmless by the Association from and against all costs and expenses which may be imposed upon or reasonably incurred by him or her in conjunction with or arising out of any claim, action, suit or proceeding in which he or she may be involved by reason of being or having been an officer or director of this Association, whether or not he or she continues to be an officer or director at the time such costs and expenses are imposed or incurred, unless he or she is guilty of intentional misconduct and/or gross negligence.
- (b) Cost and expenses shall include, but not be limited to, attorney's fees, amounts of judgments against, and amounts paid in settlement by or on behalf of any such officer or director.
- (c) The foregoing rights of indemnification shall not be exclusive of other rights to which any such officer or director may be entitled as matter of law.
- (d) The association shall obtain and maintain Directors and Officers liability protection to guard members liability from individual legal action

Section 5.10 Liability

In any proceeding brought in the right of a corporation or brought by or on the behalf of members of the corporation, the damages assessed against an officer or director arising out of a single transaction, occurrence, or course of conduct shall not exceed One Dollar (\$1.00)

ARTICLE VI - DUTIES OF OFFICERS; REMOVAL; REPLACEMENTS

Section 6.1 President

The President shall, when present, preside at all meetings of the Association, including Board of Directors meetings, and have power to call special meetings of the Association or Board of Directors, as provided herein, for any purpose or purposes. A sitting President does not have to stand for re-election as a Director during his term in Office.

Section 6.2 ~~President-Elect~~ ~~First Vice-President~~

The ~~President-Elect~~ ~~First Vice-President~~ shall have such powers and perform such duties as shall be assigned to him or her by the Board of Directors, and in the absence of the President shall preside at meetings of the Association; and during the absence, unavailability or disability of the President, shall perform the duties of the President.

~~Section 6.3—Second Vice-President~~

~~The Second Vice-President shall assume the duties of the First Vice-President in the latter's absence, unavailability or disability.~~

Section 6.4 Secretary

The Secretary shall give, or cause to be given, notice of all meetings of the Association and all other notices required by law or by these bylaws. In the event of the Secretary's absence or inability to do so, such notice may be given by any person directed by the President, the Board of Directors, or members upon whose requisition the meeting is called as provided by these By-Laws, and record all of the proceedings of the meetings of the Association or 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 6.5 Treasurer

The Treasurer shall oversee and ensure the safe custody of all funds, securities, evidence or indebtedness, and other valuable documents of the Association and whenever required by the Board of Directors or the President, render a statement of cash accounts; keep or cause to be

kept such books and records as will show a record of expenses, losses, gains, assets and liabilities of the Association; present and make to the annual meeting of the Association and all

Board of Directors meetings a report of the finances of the Association; and to perform all other duties incidental of the office of Treasurer.

Section 6.6 **Succession**

All officers herein shall exercise the duties of the offices for which they were elected until their successors have been duly elected and qualified.

Section 6.7 **Vacancies**

Officer vacancies for whatever reason shall be promptly filled for the balance of their term by a majority vote of the Board of Directors.

Section 6.8 **Officer Length of Term**

~~Officers will serve one-year terms, with a limit of four consecutive terms in any one office.~~

President

~~The ~~Chair~~President serves a two-year term. The President will become the Immediate Past-President.~~

President-Elect (formerly 1st Vice-President)

~~The President-Elect is elected by the Board and serves a two-year term. The position will automatically rotate to the President's position.~~

Treasurer

~~The Treasurer is elected by the Board and serves a two-year term limit with a limit of two consecutive terms.~~

Secretary

~~The Secretary is elected by the Board and serves a two-year term limit with a limit of two consecutive terms.~~

Immediate Past-President

~~The Immediate Past-President serves a two-year term, and becomes the Chair of the Nominating Committee.~~

ARTICLE VII - GENERAL AND SPECIAL MEETINGS

Section 7.1 **Annual Meeting**

The Annual Meeting of the Association shall be held at such time and place as determined by the Board of Directors.

Section 7.2 **Meeting Notice**

The Association shall give Members written notice of the date, time and place of each annual and special Members' meeting. Such notice shall be given, either personally, by mail or electronic means, not less than ~~thirtyten (30+0)~~ nor more than ~~one-hundred eighty sixty (18060)~~ days before the date of the meeting, except that notice of a Members' meeting to act on an amendment of the Articles of Incorporation, a plan or merger, a proposed sale of assets pursuant to VA. CODE ANN. 13.1-900 or the dissolution of the Association shall be given not less than twenty-five (25) nor more than sixty (60) days before the meeting. The Association shall hold a special meeting of Members on call of the President, the Board of Directors, or a majority of the Executive Committee. Notice of a special meeting shall state the purpose or purposes for which the meeting is called.

Section 7.3 **Special Meeting Quorum**

A quorum for the transaction of business at any annual or special meeting of the Association shall be no less than 25 active members who shall be present in person or represented by proxy at such duly called meeting.

Section 7.4 Officeholder and Voting Qualifications

Regular ~~Members as defined Section 2.2 (carrier) members~~ shall be the only class of membership in the Association entitled to vote or hold elected office. ~~Except pursuant to Section 2.2.~~

Section 7.5 Voting

Each voting Member Company shall be entitled to cast one (1) vote upon each and every question properly coming before any business meeting of the Association. Except as otherwise specified, all matters will be decided by a majority vote of both those in attendance and those who have submitted proxy votes in advance.

Section 7.6 Affiliate and Shipper Members

Affiliate and Shipper members will not be permitted to vote nor hold office nor be a member of the Board of Directors, and their admission to membership shall be determined by the President. Such authority may be delegated to the Executive Director.

ARTICLE VIII - COMMITTEES AND PUBLICATIONS

Section 8.1 Committees

The Board of Directors is authorized to form and appoint standing and special committees as may be needed from time to time to fulfill the goals and objectives of the Association, and to disband any committee. The President and Executive Director shall be an ex-officio member of each committee and serve as liaison to the Board of Directors.

Section 8.2 Publications

To inform the industry and expand the literature in the field of transportation, the Association shall sponsor a magazine, journal, newsletter or other publications suitable to its mission. The Association may also utilize new technologies for collecting and disseminating information.

ARTICLE IX - AFFILIATE CHAPTERS

Section 9.1 Organization of Chapters

The Association, through its Board of Directors, will have the power to promote the formulation of, and issue charters to, affiliated chapters or state organizations when organized to serve membership in certain geographical areas.

Section 9.2 Autonomy of Chapters: Affiliated chapters or State Associations shall be autonomous in their financial and business operations, and may not incur liabilities or debts in the name of the Association without the prior written consent of the Board of Directors.

Section 9.3 Chapter Relations: The Board of Directors is authorized to negotiate affiliated relations, joint memberships, or the joint sponsorship of international projects or events with professional organizations in other nations.

ARTICLE X - AUDIT REVIEW

Section 10.1 Financial Review

At an interval specified by the Board of Directors a review of the Association's books and financial records to be rendered by an independent certified public accountant shall be conducted and submitted to it for approval.

ARTICLE XI- BY-LAW AMENDMENTS

Section 11.1 Amendments

The Board of Directors may amend these By-Laws by a two-thirds vote of the directors present. Notice of such vote must be delivered to each director not less than twenty-one (14) calendar days prior to the meeting that such amendment is to be considered.

Section 11.2 Publication of Amendments

Any amendments so passed by the Board of Directors must be published and distributed in a timely manner to the Association's membership via its website or other suitable media.

ARTICLE XII - DISSOLUTION OF THE ASSOCIATION

Section 12.1 Dissolution

A vote to dissolve the Association shall require an affirmative vote of more than two-thirds of the active members entitled to vote. In the event of dissolution of the Association, all assets remaining after payment of all debts of the Association shall be transferred by the Board of Directors to the

State of Virginia or any instrumentality or subdivision thereof exclusively for public purposes, or to any not-for-profit Association, trust, foundation or other organization whose purposes are

substantially the same as those of the Association and which, at the time of transfer, is exempt from Federal income taxation under Section 501©(6) of the Internal Revenue Code or the corresponding provisions of any subsequent Federal tax law.

Any such assets not so transferred by the Board of Directors shall be disposed of by the proper court of the County in which the principal office of the Association is located, exclusively for such tax-exempt purposes or to such tax-exempt organization as the court shall determine. No member, Director or Officer of Association, or any private individual, shall be entitled to share in the distribution of any assets of the Association on dissolution of the Association.

ARTICLE XIII - SEPARABILITY

Section 13.1 Separability

Should any portion of these By-Laws be declared invalid, for any reason, such action shall not render the remainder of these By-Laws invalid.

Customized Logistics and Delivery Association

By: _____

Print Name: _____

Title: _____

Date: _____