

THE TRAFFIC CLUB OF CLEVELAND, INC.

BYLAWS

As amended thru Feb, 2017

ARTICLE I

NAME

This organization shall be known as The Traffic Club of Cleveland, Inc.

ARTICLE II

OBJECT

Its object shall *be* the attainment of high standards of education and technical competence, the promotion of the common interest through good fellowship and the encouragement of a close relationship among its members.

ARTICLE II-A

ETHICS

Members or their business affiliations found to be using the membership/association of The Traffic Club of Cleveland, Inc. in any manner that could be construed as a violation of Anti-Trust regulations shall forfeit their membership and all of its related benefits and privileges upon notification by the Board of Governors (sometimes referred to as BOG). Members or companies disqualified for reasons of Anti-Trust activities cannot be considered for membership for a period of no less than tree (3) fiscal years from the date of the previous membership forfeiture.

ARTICLE II-B

OFFICIAL PUBLICATION

The organization's news-magazine, herein after known as the "Periscope" shall be the official publication of The Traffic Club of Cleveland, Inc. with regular editions

published Bi-annually and any special editions as directed by the governing body of The Traffic Club of Cleveland.

ARTICLE III

MEMBERSHIP

SECTION -1 CATEGORIES

There shall be three (3) categories of membership known and described herein as Industrial, Motor Freight and Collateral/Rail.

A) INDUSTRIAL shall consist of officers, official representatives **of** industry and their assistants who are regularly engaged (users of the transportation industry carriers and collateral) in the handling of transportation/traffic/distribution/logistics activities.

B) MOTOR FREIGHT shall consist of officers of Motor Carriers and Cartage Carriers, official representatives and their assistants.

C) MEMBERSHIP FORFITURE - Members in arrears of dues on April 1 shall forfeit their membership and all of its related benefits and privileges. Forfeiture shall require the filing of a new membership application in accordance with Article III, Section 4.

D) TEMPORARY UNEMPLOYMENT - Members who become unemployed through termination or layoff (subject to Article II-A), can elect to send a letter to the secretary of the Traffic Club of Cleveland, Inc. within ninety (90) days of unemployment, and stating their case, must include: date of unemployment, complete home address and home telephone number. Upon review by the BOG, the member will be re-classified to the category of "Associate" (Article III, Section 2, Part C) and payment of yearly dues will be suspended from the date of unemployment for a period not to exceed twenty-four (24) months.

SECTION-4 MEMBERSHIP APPLICATION

A) Application for membership shall be made in writing to the Secretary on the prescribed form of this organization - stating name, home address, business address and connection and title. It is to be accompanied by payment of one (1) year's dues. Said payment shall be refunded to the applicant upon rejection of the application. Each

application must be endorsed by two (2) active members and referred to the membership Committee for its approval before submission to the BOG. Applications cannot be approved by the committee unless these requirements have been compiled in their entirety. Approved applications will then be presented and voted **upon** for acceptance at the next regular and/ or special meeting of the Board of Governors.

B) The list of Membership Application shall be read into the record during the Reports of Committees (Article VIII) by the Membership Chairperson or Co-Chairperson or, in their absence, the BOG Chairperson or, in their absence, the Secretary.

C) Any member of the Governing Body shall have the right to notify to BOG Chairperson in a handwritten note at the time of the regular meeting agenda recess, of their desire to defer the voting, to the subsequent meeting, for any one or more of the listed candidates. No membership applicant can be deferred from voting for more than two (2) scheduled meetings without an explanation to, and the majority endorsement of, the Governing Body.

D) Membership Application shall be voted on by voice ballot as "Unfinished Business" in the meeting of the BOG (Article VIII) with a majority of the quorum required for acceptance. If a Majority is not declared, the BOG Chairperson shall ask for a "discussion" prior to a request for a voice vote on each individual candidate for acceptance to the membership.

ARTICLE IV

GOVERNING BODY

SECTION-1 OFFICERS

A) The Officers shall be President, Executive, Vice President, Vice President, Secretary, Treasurer and nine (9) Governors (elected representatives).

B) No member shall be eligible for nomination or election to any office unless the candidate is a member at the time of nomination. The Secretary shall furnish the Nominating committee with the necessary information as to membership status.

SECTION-2 BOARD OF GOVERNORS (Sometimes referred to as BOG) The President, Vice President, Secretary, Treasurer and BOG as set forth in Article IV, Section **1-A**, shall constitute the governing body.

SECTION-3 BONDING OF OFFICERS

A) The Treasurer shall submit a report of the clubs finances at each regular meeting of the BOG and at each meeting of the clubs Membership.

SECTION-4 BOARD OF GOVERNORS

The BOG shall control all affairs of the club; they shall fill all official vacancies, authorize all expenditures and interpret the Bylaws and rules, taking cognizance of all infractions thereof or misbehavior of members. They shall have the power to suspend, expel or reinstate at their discretion, except as provided in Article III, Section 3E and 4B. The BOG shall from time to time advise the membership in writing of action taken in the name of the club on matters of general interest.

SECTION-5 CHAIRPERSON

Subject to the approval of the BOG, the President elect shall have the option to act as Chairperson and preside at all meetings of the Board, and shall appoint such special committees as the Board may decide. In the absence of the President the Vice-President shall act as Chairperson. (Also see Article V, Section 1). Should the President elect choose not to act as Chairperson, the BOG shall elect one of their own other than the President, Executive, Vice President, Vice President, Secretary or Treasurer, to act as the Chairperson for the ensuing year.

SECTION-6 COMMITTEE CHAIRPERSON(S)

It shall be the duty of the Chairpersons of all committees to attend meetings of the Board and render reports, but they shall not be entitled to vote.

SECTION-7 ADVISORY COUNCIL

A) The advisory council shall be composed of the former presidents who will automatically become members of said council upon completion of the presidential term.

B) The Advisory Council shall act in an advisory capacity to the BOG on such matters as may be referred to it by the BOG, The members of the Advisory Council shall have the right to attend, and shall have due notice of, all meetings of the BOG but shall not be entitled to vote.

ARTICLE VI

ELECTION OF OFFICERS

SECTION-1 PRESIDENT AND VICE PRESIDENT

The President, Executive Vice President, and Vice President shall be elected annually in a secret ballot, by mail, to be announced on the day of the Annual Meeting and shall serve for one (1) year or until their successors are duly elected. The candidates receiving the highest number of votes shall be declared elected and shall assume office at the first regular meeting of the BOG following the annual election.

SECTION-1A — SECRETARY AND TREASURER

The Secretary and Treasurer shall each be elected for two (2) years on alternate years (Article VI, Section 3D2) in a secret ballot, by mail, to be announced on the day of the annual meeting and shall serve for two (2) years or until their successors are duly elected. The candidates receiving the highest number of votes shall be declared elected and shall assume office at the first regular meeting of the BOG following their elections.

SECTION-1B — OFFICE VACANCY

In the event of a vacancy in the office of President, Executive Vice President, Vice President, Secretary or Treasurer, the BOG shall select and duly appoint a qualified and consenting successor.

SECTION-2 BOARD OF GOVERNORS

Expired terms for BOG each year shall cause selection of members in good standing and shall be elected annually in secret ballot, by mail, to be announced on the day of the annual meeting and shall serve for two (2) years, or until their successors are duly elected.

SECTION-2A — VACANCY OF BOARD OF GOVERNORS

In the Event of a vacancy in the membership of the duly-elected BOG, such vacancy shall be filled by the Board.

SECTION-3 NOMINATION

A) COMMITTEE - The BOG shall appoint at the January meeting, a nominating committee comprised of the following club members in good standing: The President of the club, who will serve as Chairperson, The Executive Vice President and Vice President who will service as Vice-Chairpersons, and a minimum of three (3) members in good standing.

B) ELIGIBILITY - No member of the club shall serve two consecutive years on the nominating committee, except the President, Executive Vice President, and Vice President.

C) RESIGNATION - In the event of the resignation of any of the members from the Committee, the Chairperson, or Vice-Chairperson in the absence of the Chairperson, will appoint a successor.

D) CANDIDATES -This committee, majority to constitute a quorum, shall select candidates for offices and Governors. (1) The Executive Vice President and Vice President, previously duly elected or appointed, is not a contestant in the election. However, his/her name shall appear on the ballots as president. (2) There shall be two candidates selected for each of the offices of Executive Vice President and Vice President, Secretary or Treasurer. The Secretary shall be selected on odd-numbered years and the Treasurer on even-numbered years, each for a two-year term. (3) For BOG, there shall be a selection made up of four candidates from each membership category (Article IV, Section 1A) of which the top two vote getters are duly elected.

E) VACANCIES AND PRE-ELECTION NOTICE - Should any candidate resign after prior acceptance, the candidate shall be replaced by the nominating committee. A member of the nominating committee cannot be disqualified from being a candidate because of his membership on this committee. When the selection of the candidates and their acceptances are completed, the Secretary shall cause a pre-election notice of candidates and/or issues to be prepared and officially distributed to

all members at least thirty (30) days prior to the annual meeting.

F) OTHER NOMINATIONS -Any one hundred (100) or more members in good standing may prepare and report to the club an independent ticket, except for the office of President, properly supported by written acceptance of each candidate; to be voted upon for the annual election, provided that such independent ticket is prepared, with notice of copy thereof, and presented to the Secretary in sufficient time to permit the mailing of the copy to every active member at least thirty (30) days prior to the annual meeting. For the annual election only one (1) officially printed ballot shall be used on which will be shown the Nominating committee ticket, together with any one (1) ticket may be voted.

SECTION-4 ANNUAL ELECTION

A) BALLOTING -The annual election of officers and BOG shall take place in a secret ballot, by mail, conducted by the BOG, said ballot, by mail held thirty (30) days prior to the annual meeting with results of such election announced at the annual meeting. Valid ballots are only those cast personally by mail or personally turned in at the annual meeting between the hours of 11:00 am and 3:00 pm. Membership votes that are cast on any other document other than the official ballot are considered null and void and will not be counted by the teller committee for the final election tallies. Ballots shall be retained by the Secretary at least two (2) Months after election and thereafter until disposition is given by the BOG.

B) ELECTION RESULTS - All matters of business voted on by the general membership shall be announced at the annual meeting, including but not limited to election of officers and Board Members, shall be effective no later than the beginning day (January 1st) of the new fiscal year.

ARTICLE VII

MEETINGS

SECTION-1 ANNUAL

The Annual Meeting shall be held during the Month of June at a time and place designated by the BOG. Notice shall be mailed to members by the Secretary one (1) week prior to the date of the meeting. One hundred (100) members shall constitute a quorum.

SECTION-2 BOARD OF GOVERNORS - REGULAR MEETINGS

Regular meetings shall be held once a quarter at a time and place announced by the President and approved by the BOG. Attendance by a simple majority of the Governing Body (Article IV, Section 1) shall constitute a quorum.

SECTION-3 BOARD OF GOVERNORS -SPECIAL MEETINGS -

Special meetings may be called by the President, at the request of a simple majority of the BOG, or by one hundred (100) members. The objective of the meetings shall be so stated in the calls, and such meeting shall be held within ten (10) days of the request date. Such meetings shall be presided over by the President. Attendance of a simple majority of the Governing Body (Article IV, Section 1) shall constitute a quorum for the special meeting.

SECTION-4 FORFEITURE OF OFFICE - Members of the BOG who are absent for three (3) consecutive regular meetings without valid reason satisfactory to the BOG, shall forfeit their offices. Replacements will be duly appointed in accordance with all provisions of these Bylaws.

ARTICLE VIII

ORDER OF BUSINESS

REGULAR MEETING AGENDA:

- A) Roll Call of Officers, Board of Governors and Committee Chairpersons.**
- B) Review and approval of Minutes of Previous meeting.**
- C) Reports of President (if any).**
- D) Reports of Secretary and Treasurer.**
- E) Reports of Governors.**
- F) Reports of Committees.**
- G) Recess.**

2012 - Changes approved November 5, 2012 at the Regular Board of Governors Meeting.

2017 – Changes to add Executive VP. Changed fiscal year to start on Jan 1. Changed arrears date to April 1

AGENDA OF THE MEETING OF:

- A) Unfinished Business**
- B) New Business**
- C) Adjournment**

ARTICLE IX

AMENDMENTS

The Bylaws may be amended by the majority of the votes cast at any regular or special meeting, provided notice specifying the amendment or amendments shall have been presented in writing by the Secretary to the entire membership at least ten (10) days prior to the date of the meeting at which action thereon is taken. The Secretary shall mail a copy of any proposed changes to each member immediately after the meeting at which the notice is presented.

Amendments limited to correcting language (but not intent), including spelling, format or grammatical errors may be made by vote of the majority members of the Board of Governors at a Regular meeting.

ARTICLE X

Robert's Rules of Order shall govern the procedure at meetings of the Club, so far as they are consistent with the Bylaws.

1992 - Changes approved June 4, 1992 at annual Election.

1993 - 1999 - No Changes.

2000 - Changes approved January 8, 2001 at the Regular Board of Governors Meeting.

2001 - Changes approved September 10, 2001 at the Regular Board of Governors Meeting.

2002 - Changes approved July 8, 2002 at the Regular Board of Governors Meeting.

2003 - 2005 - No Changes.

2006 - Changes approved May 15, 2006 by Special Ballot printed in the Periscope.

2007 - 2011 - No Changes.