

EXPRESS CARRIERS ASSOCIATION
BY-LAWS

As amended April 12th, 2012

ARTICLE I NAME AND PURPOSE

Section 1 The name of this Association shall be Express Carriers Association (ECA)

Section 2 The purpose of this Association shall be:

(A) To promote, stimulate and foster the spirit of goodwill and friendship among those persons engaged in the transportation industry including carriers, shippers, brokers, consultants, and vendors. To provide leadership in the transportation industry to promote professionalism and ethical conduct and practices in their relationship with each other, their employees and the shipping public and accomplish industry wide improvements and advancements.

(B) To provide a forum for members to meet and to discuss industry matters, trends, and standards and provide opportunities to collaborate, cooperate and exchange ideas, data and information amongst the transportation community that allow as for the improvement of regional and specialized transportation companies and betterment of the industry as a whole.

(C) To conduct, produce or sponsor trade shows, training secessions, seminars, symposiums, and any other programs or publications that provide educational opportunities to promote professional growth, to gain insight and develop strategies for success within the industry, and to update and inform on trends, standards, regulations, and legislation as it impacts the industry.

Section 3 The association will operate as a 501 c6 “not for profit” corporation duly registered within the United States of America, in the state of Florida.

Section 4 The Association shall adopt an insignia, emblems or logo to be used by members under guidelines for such use established by the Association.

Section 5 Affiliation:

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

(B) Affiliated chapters 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 of the Association.

(C) The Board of Directors are authorized to negotiate affiliated relationships, joint memberships, or the joint sponsorship of international projects and or events.

Section 6 Fiscal Year: The Association’s fiscal year shall begin on July 1 of each year and end on June 30th of the following year.

ARTICLE II MEMBERSHIP

Section 1 MEMBERSHIP CLASSIFICATION:

(A) There shall be classes of membership as may from time to time be provided, established, changed or altered at any regular or special meeting of the membership or meeting of the Board of Directors.

(B) The Executive Director shall have the authority to accept new member applications in any of the below categories, except honorary members.

Section 2 CLASSES OF MEMBERSHIP:

(A) Carrier membership: A for hire carrier who is engaged in the transportation of packages, parcels, and/or less than truckload cargo (TL/LTL), with physical or agent contractual locations in 15 states or less and who subscribes to and supports the objectives and obligations of this Association. A Carrier member must possess either a active USDOT Number or MC Permit number to be considered for Carrier membership, unless the company is only operating in a "Intrastate" capacity and the state in which they are operating does not require any operating authority. A company operating under Broker authority may be considered for carrier membership if the company can produce evidence of taking possession of their customers freight and that their operating practices are that of a for hire carrier.

No carrier company can represent itself as a larger company through a franchise relationship at any ECA function. No carrier shall be considered for membership if 75% or more of their revenue is generated through a franchise or agency agreements.

(B) Shipper membership: A Broker, Consultant, Direct Shipper or Third Party Logistics company (3PL) who is a shipper of cargo and subscribes to and supports the objectives and obligations of this Association. A Third Party Logistics company (3PL) must possess a Broker's licenses to be a member.

(C) Vendor membership: A supplier of goods or services to the transportation industry who subscribes to and supports the objectives of this Association.

(D) Honorary membership: Anyone designated by special vote of a majority of the Board of Directors. Will be exempt from paying annual dues, and have the same privileges, as regular members except they shall not be allowed to hold office nor be elected to the Board of Directors.

All members must annually certify they meet the criteria outlined in the applicable membership classification, with the exception of grandfathered carrier members as outlined in Addendum A. If the membership of a grandfathered carrier lapses, they will be required to reapply for membership as outlined in Article II, Section 3 & 4.

Section 3 APPLICATION to become a member shall be through the completion, signing, and presentation of an Association application for membership form, containing an agreement to adopt the by-laws and to comply with all rules and regulations set forth by the Association, accompanied by such entry fees and/or dues as shall then be in effect.

Section 4 **ADMISSION** to membership shall become effective upon a majority approval by the Board of Directors said approval can be at a regularly scheduled, telephone conference call, fax or e-mail or any other means of generally accepted means of communications

Section 5 **RESIGNATIONS FROM MEMBERSHIP**

(A) Shall be in writing and shall not relieve the member from charges, dues or assessments owed or owing.

(B) A member who has voluntarily resigned, or been dropped from the roles as set forth in Article II Section 6, will be reinstated only with a majority vote by the Board of Directors at a Board of Directors meeting

Section 6 **SUSPENSION, EXPULSION AND REINSTATEMENT**

(A) A member who fails to pay its dues and/or assessments within sixty (60) days from the time due shall be so notified. The member shall be immediately suspended from all rights and privileges for non-payment. If payment is not received by the sixtieth (60th) day, the member shall be dropped from the rolls. Notifications shall be via US mail or other generally accepted means of communication.

(B) A member may be expelled for any violation of the By-laws or any agreement, rule or requirement properly adopted by the Association or for any other conduct prejudicial to the interest of the Association.

1. Written detailed charges shall be furnished any member subject to expulsion at least thirty (30) days prior to the meeting. Expulsion is to be voted on by the Board of Directors, at their next regularly scheduled meeting at which time the member has the right to present testimony.

2. Expulsion must be made with an affirmative vote of no less than two-thirds of the members of the Board of Directors present at such meeting, but in no case less than a majority of the entire Board of Directors.

ARTICLE III DUES AND ASSESSMENTS

Section 1 **ANNUAL DUES:**

(A) All Carrier members, Shipper members, and Vendor members will pay annual dues as shall be determined by the Board of Directors.

(B) Honorary members shall not be assessed dues and will have the same privileges as regular members except they shall not be allowed to hold office nor be elected to the Board of Directors.

Section 2 **ASSESSMENTS:**

(A) Assessments for special purposes may be levied by the Board of Directors as may be necessary. Such assessments shall be a separate line item ledger account and be readily auditable from the general funds of the Association.

(B) 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.

ARTICLE IV BOARD OF DIRECTORS

Section 1 DUTIES

(A) The Association Board of Directors' duties shall be to manage the affairs of the Association, and to implement the objectives of the Association.

(B) The affairs of the Association are vested in a Board of Directors.

1. The Board of Directors shall consist of 14 elected members plus the Immediate Past President.
2. Only one member of one company or any of its subsidiary companies shall be allowed to be elected to serve on the Board of Directors at any given time. At no time shall a position on the Board of Directors, be filled by the election of another member from the same of affiliated business, until the Board member has not served for at least one year. The only exception to this, is due to resignation, but in no case shall the replacing Board member be allowed to serve longer then if the original Board member had not resigned.
3. Terms of Board of Directors shall be for two years or until their successors have been elected at the time and place of the annual membership meeting, called and held in accordance with the provisions of these by-laws. Terms shall run concurrent with the annual MarketPlace.
4. The Immediate Past President shall serve as the Chief Electoral Officer to oversee the election of Board members, unless the Immediate Past President is eligible and chooses to be a candidate for the board. In that event, the board shall appoint a Chief Electoral Officer The Chief Electoral Officer shall establish such procedures as necessary for governing the election of the Board of Directors.
5. The Chief Electoral Officer shall appoint at least three (3) members in good standing, who are not running for a position on the board of directors, on the first day of the annual meeting, to serve as Electoral examiners, of which none can be members of the Board of Directors.
6. At least 60 days prior to the annual meeting, the Executive Director or Chief Electoral Officer shall notify all members in good standing that nominations for the election to the Board of Directors must be received by him or her at least forty-five (45) days prior to the date of the annual meeting. Nomination forms shall accompany such notification.
7. Any nomination of a candidate for election to the Board of Directors shall:
 - a. Be in writing by a member in good standing.
 - b. Have the written consent of the nominee appended thereto.
 - c. Be lodged with either the Executive Director or-the Chief Electoral Officer no less than forty-five (45) days prior to the annual membership meeting.

1. If a nomination is received by the Chief Electoral Officer after the deadline, it shall be submitted for approval to the board of directors prior to the annual membership meeting
2. A call for nominations of candidates for election to the board of directors shall be made by the chief electoral officer on the first day of the annual meeting if the required number of nominations to fill the expiring directors terms have not been received forty-five (45) days prior to the annual meeting as defined by item C of this section. After which the nominations shall be closed.
3. If the number of nominations received forty-five (45) days prior to the annual meeting as defined by item C of this section, meets or exceeds the number of expiring board positions, then the Chief Electoral Officer shall proclaim the requirements of the By-Laws have been met and nominations are closed with no further nominations accepted.

8. In case of a tie in the vote for any Board of Director, the seat will be decided by lot drawn privately by the Electoral Examiners.

(C) Quorum for the Board of Directors shall be a majority of the Board of Directors.

(D) Special meetings of the Board of Directors may be called by the President or at the written request of any four members of the Board of Directors or by a majority of the officers upon written notice to each member of the Board of Directors.

(E) Resignation by any member of the Board of Directors may be submitted at any time to the President or Secretary of the Association. If a member of the Board of Directors has two (2) unexcused absences from board meetings during their term the President will request their resignation. (The president will be refer to his/her policy regarding guideline for excused vs. unexcused absences.) The director will then have 30 days to respond. In the event of a response, the President will then poll the board members and discuss the absences, the board will then vote by generally accepted means of communications to accept or reject the resignation. If the Director fails to respond, the President shall accept nominations to fill the unexpired term of office. The Board of Directors shall then vote on the nominees.

(F) Any resignation or vacancy for any reason may be filled by the Board of Directors.

Section 2 The election of the Board of Directors shall be by the active membership of the Association, as herein provided.

Section 3 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.

Section 4 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 or gross negligence.

(B) Cost and expenses shall include, but not be limited to attorney's fees, amounts of judgements against, and amounts paid in settlements by or on behalf of any such officer or Board of Directors

(C) The foregoing rights of indemnification shall not be exclusive of other rights to which any such officer or director may be entitled as a matter of law.

Section 5 The Board of Directors is authorized to form, establish, appoint and disband committees as may be needed from time to time to fulfill the goals and objectives of the association.

ARTICLE V OFFICERS OF THE BOARD OF DIRECTORS

Section 1 OFFICERS

(A) Shall be elected by a majority vote of those directors present at the first board meeting immediately following the annual meeting. Officer's terms shall run concurrent with the annual MarketPlace.

(B) The officers shall include the President; 1st Vice President; 2nd Vice President; Treasurer; Secretary and any other officers as required by the Board of directors to facilitate the workings of the Association

Section 2 DUTIES

(A) PRESIDENT

(1) Shall preside at all meetings of the Association and the Board of Directors and shall vote only in the event of a tie.

(2) Must be a member in good standing.

(3) Shall have the power to call special meetings of the Board of Directors for any purpose.

(4) Shall appoint all committees and shall be a member ex-officio of all committees and shall oversee the work of the Executive Director of the Association.

(B) FIRST VICE PRESIDENT

(1) Shall have such powers and will perform such duties as assigned by the Board of Directors.

(2) In the event of disability of the President, as approved by the Board of Directors, the First Vice President shall assume the duties of the President.

(3) Must be a member in good standing.

(C) SECOND VICE PRESIDENT

(1) Shall have such powers and will perform such duties as assigned by the Board of Directors.

(2) Shall assume the duties of the First Vice President in his absence.

(3) Must be a member in good standing.

(D) TREASURER

- (1) Shall oversee the financial work of the Association and the financial work of the Executive Director.
- (2) The Treasurer shall make a financial report at the regular annual meeting and at all meetings of the Board of Directors.
- (3) The Treasurer shall have custody of all funds, securities, evidence of indebtedness, and other valuable documents of the Association
- (4) 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;
- (5) 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,
- (6) Render a statement of cash accounts
- (7) Keep or cause to be kept such books and records as will show a record of expenses, losses, gains, assets
- (8) Provide, to the annual meeting of the Association and all Board of Directors meetings, a report of the finances of the Association;
- (9) And to perform all other duties incidental to the office of Treasurer.

(E) SECRETARY

- (1) Shall give, or cause to be given, notice of all meetings of the Association and all other notices required by law or by the 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.
- (2) Record all of the proceedings of the meetings of the Association or Board of Directors,
- (3) And perform such other duties as may be assigned to him or her by the Board of Directors or the President.

Section 3 Officers will serve one-year terms and shall be elected by the Board of Directors following the Marketplace. The offices of Treasurer and Secretary are exempt from this provision, but in no case shall they serve beyond their elected term limits. Terms shall run concurrent with the annual MarketPlace.

Section 4 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 5 Officer vacancies for whatever reason shall be promptly filled for the balance of their term by a majority vote of the Board of Directors.

ARTICLE VI EXECUTIVE DIRECTOR

Section 1 The Board of Directors may or may not appoint an Executive Director to perform the duties of said office.

Section 2 The Executive Director shall be a non-voting member of the Board of Directors

- Section 3 The Executive Director shall attend all meetings of the Association and the Board of Directors, and shall perform all of the usual duties of the Director as may be assigned by the Board of Directors or the President
- Section 4 The Board of Directors, by a two-thirds vote may set the fee to be paid to the Executive Director.
- Section 5 In the event the Board of Directors does not appoint or hire an Executive Director, the duties of this office shall be performed by the President or at the discretion of the President, through a committee appointed by the President.

ARTICLE VII MEETINGS

- Section 1 Annual meetings:
- (A) Will be held at least once each year with the invitation to all dues paying members of the Association.
 - (B) The time and place shall be fixed by the Board of Directors during the immediately preceding calendar year.
 - (C) Board of Directors shall be elected by the general membership at the annual meeting.
 - (D) The Secretary or the Executive Director will issue, or cause to be issued, advance notice of all membership meetings. Said notice shall be mailed not less than thirty (30) days prior to the date of such meetings, to the last address on record at the Association to the entire membership of the Association.
 - (E) Quorum for the transaction of business at any regular membership meeting of the Association shall be and consist of no less than one third of membership of the members, or by proxy.
 - (F) Active members shall be the only class of membership in the Association entitled to vote or hold elected office.
 - (G) Each voting member shall be entitled to cast one (1) vote per company 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 2 Special meetings & Approvals
- (A) The Secretary or Executive Director shall issue, or cause to be issued, advance notice of any special meeting. Said notice will be mailed no later than thirty (30) days prior to such meeting, unless the President designates said meeting as an “Emergency Meeting,” in which case five (5) days’ notice by Express Mail or other generally accepted means of communications shall suffice. Said notice shall be SENT to the entire membership, to the last known address on record at the Association. The notice shall state the general nature of the business to be considered thereat. If the meeting is an “Emergency Meeting” as set forth above in this paragraph, the notice shall state that the meeting is an “Emergency Meeting,” with the reason therefor.
 - (B) Quorum for the transaction of business shall be a majority of the Board of Directors.

Section 3 In the event a ballot is designated “Emergency Ballot” by the President, the ballot shall state that the ballot is an Emergency Ballot and shall give the reason therefor. Said ballot may be SENT to the membership, by generally accepted means of communication. All ballots must be returned by generally accepted means of communications no later than five (5) days after the date of notification to the membership. The reply shall be specified to be sent to the Secretary or other designee of the Association, but not both.

ARTICLE VIII AMENDMENTS

Section 1 Amendments to these by-laws may be made and affected by an affirmative vote of the majority of the regular members of the Association, qualified to vote, present at a properly called meeting or represented there by proxy, provided that the substance of the proposed amendment shall have been stated with a thirty (30) day notice of the proposed amendments, but if no such notice has been given, then an affirmative vote by 85% of the regular members of the Association, qualified to vote, present or represented there by proxy, shall be necessary.

Section 2 Amendment to these by-laws by ballot may be made provided that the following is observed:

(A) The ballot must be sent by generally accepted means of communications, which shall include any and all electronic media, to all regular members, in good standing, who are qualified to vote by the Secretary or Executive Director.

(B) The ballot must be sent to the last known physical address and email address on record with the Association.

(C) A ballot form or if an on-line process is utilized a secure link, must be included in the communication and all votes must be returned using this ballot or the electronic secure link, to either the Secretary or other designee of the Association, but not both. Ballots must be returned no later than 12:00 (noon) on the closing day of the MarketPlace using either the ballot or designated on-line process.

(D) The ballot may be returned by generally accepted means of communication to the address or notification designation of either the Secretary or other designee of the Association, but not both. Ballots must be returned no later than 12:00 (noon) on the closing day of the MarketPlace using either the ballot or on-line process.

(E) Only the President can authorize an amendment by Ballot or on-line process.

ARTICLE IX EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Officers enumerated in the Association, plus the Immediate Past President. The Executive Director will serve ex-officio and will have no vote. The Executive Committee shall have the power to make policy decisions requiring action between meetings of the Board of Directors, and shall prepare and submit for Board approval all actions taken by it.

ARTICLE X ANNUAL REVIEW/AUDIT

At the conclusion of each fiscal year, the Board of Directors will cause a review of the books and financial records to be rendered by an Auditing Committee comprised of the Treasurer, one Director and one Member at large as approved by the Board of Directors. An independent accountant shall be retained to review the books and financial records at least once every five (5) years or upon a change in the Treasurer of the Association. The audit shall be submitted to it for approval.

ARTICLE XI DISSOLUTION OF THE ASSOCIATION

- Section 1 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 any non-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(c)(6) of the Internal Revenue Code or the corresponding provisions of any subsequent Federal tax law.
- Section 2 No Member, Director or Officer of this 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 XII 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.

ARTICLE XIII RULES OF ORDER

Unless otherwise provided therein, all meetings of the Association shall be governed by Robert's Rules of Order.

Adopted: May 01, 1997, Kansas City, Missouri.

Amended: April 30, 1998, St. Louis, Missouri

Amended: April 29, 1999, Chicago, Illinois

Amended: April 27, 2000, Cincinnati, Ohio

Amended: April 19, 2001, Kansas City, Missouri

Amended: June 11, 2003, Ft. Wayne, Indiana

Amended April 27th, 2005 St. Louis, Missouri

Amended May 14th, 2007 Orlando, Florida

Amended April 14th, 2008 Atlanta, Georgia

Amended April 12th, 2012 Chicago, Illinois