

THE INDIANAPOLIS TRAFFIC CLUB, INC.

INDIANAPOLIS, INDIANA

CONSTITUTION AND BY-LAWS

ARTICLE I

THE NAME OF THE ORGANIZATION SHALL BE THE INDIANAPOLIS TRAFFIC CLUB, INC., A NON-PROFIT CORPORATION("CLUB").

ARTICLE II

MISSION STATEMENT

THE GENERAL OBJECT OF THIS CLUB IS TO PROMOTE CLOSER RELATIONSHIPS AND MUTUAL UNDERSTANDING AMONG ITS MEMBERS AND TO STIMULATE EDUCATION IN TRANSPORTATION.

ARTICLE III

MEMBERSHIP

SECTION 1. QUALIFICATIONS: ALL APPLICANTS MUST BE AN ADULT AND CLASSIFIED ACCORDING TO THEIR BUSINESS AFFILIATION.

- A. AN ADULT IS CONSIDERED TO BE ANYONE WHO HAS ATTAINED THE AGE OF TWENTY-ONE (21) YEARS.
- B. BUSINESS CLASSIFICATIONS ARE:
 - 1. THE TRANSPORTATION GROUP IS ANY MEMBER EMPLOYED BY ANY CARRIER DOING BUSINESS TO HAUL FREIGHT, CARGO, PASSENGERS, AND ANY SUBSIDIARY COMPANY OF THE ABOVE.
 - 2. THE INDUSTRY OR SERVICE GROUP IS ANY MEMBER EMPLOYED IN MANUFACTURING, RETAILING, WAREHOUSING OR ANY INDUSTRY OR SERVICE GROUP OTHER THAN THE TRANSPORTATION GROUP.

SECTION 2. CLASSES: THERE SHALL BE THREE (3) CLASSES OF MEMBERS: ACTIVE, LIFE AND HONORARY.

- A. ACTIVE MEMBERSHIP IN THIS CLUB SHALL BE CLASSED AS RESIDENT AND NON-RESIDENT.

1. RESIDENT MEMBERSHIP SHALL BE LIMITED TO, AND COMPOSED OF THOSE ACTIVE MEMBERS WHOSE RESIDENCE OR BUSINESS ADDRESSES ARE WITHIN THE STATE OF INDIANA. NON-RESIDENT MEMBERS OUTSIDE THE STATE OF INDIANA SHALL HAVE EQUAL RIGHTS WITH RESIDENT MEMBERS, EXCEPT THAT THEY MAY NOT HOLD OFFICE.

B. LIFE MEMBERSHIP IN THIS CLUB SHALL BE LIMITED TO AND COMPOSED OF THE FOLLOWING:

1. ANY PAST-PRESIDENT OF THE CLUB WHO HAS ATTAINED HIS SIXTY-FIFTH (65TH) BIRTHDAY OR WHO HAS BEEN RETIRED BEFORE THAT AGE FOR REASON OF EMPLOYER POLICY OR FOR THE REASON OF ILL HEALTH OR DISABILITY SHALL AUTOMATICALLY BECOME A LIFE MEMBER, PROVIDED HE/SHE HAS BEEN A BONA FIDE CONTINUOUS MEMBER IN GOOD STANDING OF THIS CLUB SINCE BECOMING A PAST-PRESIDENT.
2. OTHER PERSONS MAY BE ELECTED TO SUCH MEMBERSHIP BY A TWO-THIRDS (2/3) MAJORITY VOTE OF THE BOARD OF DIRECTORS PRESENT, PROVIDED SUCH A PERSON HAS TERMINATED HIS/HER FULL-TIME, GAINFUL EMPLOYMENT IN TRANSPORTATION OR RELATED INDUSTRY, AND PROVIDED SUCH PERSONS HAS BEEN A BONA FIDE, CONTINUOUS MEMBERS IN GOOD STANDING OF THE CLUB FOR A PERIOD NOT LESS THAN FIVE (5) YEARS IMMEDIATELY PRECEDING THE DATE OF HIS/HER TERMINATION.
3. THE BOARD MAY AT ITS DISCRETION, BY A TWO-THIRDS (2/3) MAJORITY VOTE OF THE BOARD OF DIRECTORS PRESENT, GRANT LIFE MEMBERSHIP TO THOSE PERSONS WHO RETIRE BEFORE THE AFOREMENTIONED FIVE (5) YEAR REQUIREMENT, WHO DO SO FOR REASONS OF EMPLOYER POLICY, OR FOR REASON OF ILL HEALTH OR DISABILITY.

LIFE MEMBERS SHALL BE EXEMPT ONLY FROM PAYMENT OF ANNUAL DUES.

ANY PERSON HOLDING LIFE MEMBERSHIP IN THIS CLUB MAY LOSE SUCH STATUS IF, BY THE DISCRETION OF THE BOARD OF DIRECTORS, IT IS DETERMINED THE MEMBER HAS RETURNED TO A STATUS OF FULL-TIME GAINFUL EMPLOYMENT IN TRANSPORTATION OR RELATED INDUSTRIES. IN SUCH CASES, A MEMBER SHALL HAVE THE RIGHT TO REMAIN A BONA FIDE MEMBER OF THIS CLUB BY PAYMENT OF CURRENT ANNUAL DUES

AND SHALL BE CONSIDERED HAVING CONTINUOUS LONGEVITY MEMBERSHIP IN THIS CLUB.

- C. THE BOARD OF DIRECTORS MAY, AT ITS DISCRETION, GRANT HONORARY MEMBERSHIP FOR LIFE TO THOSE PERSONS WHO BY REASONS OF SPECIAL SERVICE RENDERED TO THIS CLUB OR IN CIVIC MATTERS, HAVE BEEN FOUND WORTHY. OF SUCH MEMBERSHIP AND BY A UNANIMOUS VOTE OF THE BOARD PRESENT. SUCH MEMBERSHIPS SHALL HAVE NO VOTE ON MATTERS IN THIS CLUB. SUCH HONORARY MEMBERS SHALL BE EXEMPT FROM PAYMENT OF DUES OR FEES.

SECTION 3. APPLICATIONS: ALL APPLICATIONS FOR MEMBERSHIP SHALL BE MADE ON A FORM AUTHORIZED BY THE BOARD OF DIRECTORS. THIS APPLICATION MUST BE RECOMMENDED BY ONE MEMBER (LIFE, ACTIVE, OR HONORARY). THE APPLICATION SHALL STATE THE NAME, TITLE, BUSINESS AFFILIATION, RESIDENCE, BUSINESS ADDRESS, AND WHETHER THE APPLICANT IS AT LEAST TWENTY-ONE YEARS OF AGE. THE APPLICATION FORM SHALL IN ALL CASES BE AVAILABLE THROUGH THE SECRETARY/TREASURER.

SECTION 4. ELECTION: NEW MEMBERS SHALL BE ELECTED INTO MEMBERSHIP OF THIS CLUB BY THE BOARD OF DIRECTORS BY A MAJORITY VOTE OF THE BOARD. CANDIDATES FOR MEMBERSHIP HAVING COMPLETED APPLICATION, ACCOMPANIED BY FULL PAYMENT OF DUES, AND HAVING SUBMITTED THEM TO THE SECRETARY/TREASURER SHALL BE PERMITTED TO ATTEND FUNCTIONS OF THIS CLUB, WITHOUT VOTE UNTIL ACTED UPON BY THE BOARD AND ELECTED INTO MEMBERSHIP OF THIS CLUB. THE DECISIONS OF THE BOARD OF DIRECTORS SHALL BE FINAL.

SECTION 5. SUSPENSION: SUSPENSION OF A MEMBER FOR CAUSE MAY BE MADE BY THE BOARD OF DIRECTORS BY THREE-QUARTERS (3/4) MAJORITY VOTE AT A REGULAR MEETING OF THE BOARD OF DIRECTORS. APPEAL OF SUCH SUSPENSION, EXCEPT FOR NON-PAYMENT OF DUES, MAY BE GRANTED THE PERSON UPON WRITTEN NOTICE FOR APPEAL TO THE SECRETARY/TREASURER WITHIN SIXTY (60) DAYS AND SUCH APPEAL MAY BE REVIEWABLE BY THE BOARD OF DIRECTORS AT ANY BOARD MEETING. THE SUSPENSION MAY BE REPEALED ONLY BY A UNANIMOUS VOTE OF THE BOARD. SUSPENSION OF A MEMBER FOR NON-PAYMENT OF DUES SHALL NOT BE REVOCABLE NOR GRANTED RIGHT OF APPEAL; NOR SHALL THE SUSPENDED MEMBER BE ALLOWED REINSTATEMENT UNTIL THE NEXT YEAR EXCEPT BY PAYMENT OF DUES AND DELINQUENT FEE.

CUMULATIVE YEARS OF MEMBERSHIP IN THIS CLUB IS PROHIBITED IN ASCERTAINING THE FIVE (5) YEAR REQUIREMENT AFOREMENTIONED IN THE ARTICLE.

ARTICLE IV

OFFICERS AND DIRECTORS

SECTION 1. THE GOVERNMENT OF THIS CLUB SHALL BE VESTED IN A BOARD OF DIRECTORS CONSISTING OF AT LEAST SIX (6) MEMBERS OF THIS CLUB; PLUS A PRESIDENT, A VICE-PRESIDENT, A SECRETARY-TREASURER, AND AN ASSISTANT SECRETARY, ALL OF WHOM SHALL HAVE BEEN DULY QUALIFIED. THE IMMEDIATE PAST-PRESIDENT IS THE ADDITIONAL DIRECTOR SERVING IN AN EX-OFFICIO CAPACITY FOR ONE YEAR.

THE TWO (2) IMMEDIATE PAST PRESIDENTS, INCLUDING THE INCUMBENT PAST-PRESIDENT SERVING AS EX-OFFICIO DIRECTOR SHALL AUTOMATICALLY FORMULATE AND SERVE AS A BY-LAWS COMMITTEE, WITH THE INCUMBENT EX-OFFICIO DIRECTOR AS CHAIRMAN.

THE DUTIES OF THE BY-LAWS COMMITTEE SHALL BE TO RECEIVE, CONSIDER, AND RECOMMEND TO THE BOARD OF DIRECTORS ANY CHANGES TO THE BYLAWS. THE DECISION OF THE BOARD OF DIRECTORS IS FINAL.

SECTION 2. THE OFFICERS OF THIS CLUB SHALL BE A PRESIDENT, VICE-PRESIDENT, SECRETARY/TREASURER, AND AN ASSISTANT TO THE SECRETARY. SUCH OFFICERS SHALL BE ELECTED IN ACCORDANCE WITH PROVISIONS OF ARTICLE X WITH THE EXCEPTION OF THE ASSISTANT TO THE SECRETARY WHO SHALL BE APPOINTED BY THE PRESIDENT WITH THE APPROVAL OF THE BOARD OF DIRECTORS. THE TERM OF OFFICE OF THE ASSISTANT TO THE SECRETARY SHALL COINCIDE WITH ALL OFFICERS AND SHALL RUN FROM JANUARY 1 TO DECEMBER 31 OF THE SAME YEAR. ALL OFFICERS MUST BE MEMBERS IN GOOD STANDING.

SECTION 3. FURTHER WORDING IN THE BYLAWS, i.e., ASSISTANT TO THE SECRETARY SHALL HEREAFTER BE UNDERSTOOD TO MEAN AND APPLY TO THE ASSISTANT SECRETARY/ EDITOR OF THE ITC NEWS.

ARTICLE V

DUTIES OF THE PRESIDENT AND VICE-PRESIDENT

SECTION 1. THE PRESIDENT SHALL PRESIDE OVER ALL MEETINGS OF THE CLUB AND ALL MEETINGS OF THE BOARD OF DIRECTORS. IT SHALL BE THE PRESIDENT'S DUTY TO SEE THAT

SECTION 2. THE PRESIDENT OR VICE-PRESIDENT, TOGETHER WITH THE SECRETARY/TREASURER OR ASSISTANT TO THE SECRETARY, SHALL APPROVE ALL CONTRACTS. THE PRESIDENT OR VICE-PRESIDENT, TOGETHER WITH THE SECRETARY/TREASURER OR ASSISTANT TO THE SECRETARY, SHALL SIGN ALL CONTRACTS, CHECKS AND WRITTEN OBLIGATIONS OF THE CLUB. ANY BOARD MEMBER CAN NEGOTIATE AND SIGN A SINGLE EVENT CONTRACT WITH APPROVAL OF THE BOARD OF DIRECTORS. **ALL CHECKS MUST BE CO-SIGNED BY TWO BANK SIGNATURE OFFICERS.**

SECTION 3. THE PRESIDENT SHALL, SUBJECT TO CONFIRMATION BY THE BOARD OF DIRECTORS, APPOINT ALL STANDING COMMITTEES AND SUCH SPECIAL COMMITTEES AS ARE AUTHORIZED BY THE BOARD OF DIRECTORS.

SECTION 4. IN THE ABSENCE OF THE PRESIDENT, THE VICE-PRESIDENT SHALL PRESIDE. IN CASE OF TEMPORARY ABSENCE OR DISABILITY OF THE PRESIDENT AND VICE-PRESIDENT, THE BOARD OF DIRECTORS SHALL CHOOSE FROM AMONG ITS OWN MEMBERS A PRESIDENT PRO-TEM.

IT SHALL BE THE DUTY OF THE PRESIDENT TO NOTIFY THE SECRETARY AND ALSO THE VICE-PRESIDENT, WHO WILL PRESIDE IN THE PRESIDENT'S ABSENCE, OF ALL MATTERS OF THE CLUB THAT THE PRESIDENT WOULD NORMALLY HAVE HANDLED DURING THE PRESIDENT'S ABSENCE. IN THE EVENT THE PRESIDENT IS INCAPACITATED AND UNABLE TO NOTIFY THE SECRETARY OR VICE-PRESIDENT, THE BOARD OF DIRECTORS SHALL ASSUME SUCH RESPONSIBILITY AND COMPLETE ANY NECESSARY TRANSACTIONS AS MAY BE REQUIRED.

SECTION 5. THE VICE-PRESIDENT, THE SECRETARY/TREASURER AND THE ASSISTANT SECRETARY SHALL HAVE FULL-VOTING RIGHTS AT ALL BOARD MEETINGS. IN THE CASE OF A TIE VOTE, THE PRESIDENT SHALL CAST THE DECIDING VOTE.

SECTION 6. THE PRESIDENT, THE VICE-PRESIDENT, THE SECRETARY/TREASURER, AND THE ASSISTANT SECRETARY/EDITOR SHALL COMPRISE THE EXECUTIVE MANAGEMENT OF THE CLUB AND THEY SHALL MEET AT LEAST ONCE A YEAR FOR THE PURPOSE OF DISCUSSING THE DIRECTION OF THE CLUB AS WELL AS THE AGENDA OF BUSINESS TO COME BEFORE THE BOARD OF DIRECTORS. THE PURPOSE IS TO INSURE THAT THE BUSINESS OF THE CLUB IS ATTENDED TO PROPERLY AND IN A TIMELY MANNER. THE MEETING SHOULD BE HELD AS EARLY AS POSSIBLE DURING THE NEW YEAR AFTER THE CHANGE OF OFFICERS. ALL MEETINGS OF THIS GROUP

ARTICLE VI

DUTIES OF THE SECRETARY/TREASURER,

ASSISTANT SECRETARY/EDITOR AND BOARD OF DIRECTORS

SECTION 1. THE SECRETARY/TREASURER SHALL CONDUCT ALL CORRESPONDENCE OF THE CLUB, ISSUE NOTICES OF MEETINGS, KEEP ROLL OF MEMBERS, FURNISH INFORMATION ON COMMITTEES, KEEP APPROPRIATE BOOKS OF ACCOUNTS AND RECORDS, AND PREPARE SUCH REPORTS AS THE BOARD OF DIRECTORS MAY REQUIRE. THE SECRETARY/TREASURER SHALL NOTIFY MEMBERS OF THEIR NOMINATION AND ELECTION AND APPOINTMENT TO COMMITTEES, RECEIVE AND HAVE CUSTODY OF ALL DUES OF THE MEMBERS AND OTHER FUNDS OF THE CLUB. THE SECRETARY/TREASURER SHALL INVEST OR DISBURSE SUCH FUNDS ACCORDINGLY PER THE INSTRUCTIONS AND DIRECTIONS OF THE BOARD OF DIRECTORS.

SECTION 2. BEFORE ENTERING UPON THE DUTIES OF THE OFFICE, THE SECRETARY/TREASURER SHALL BE GIVEN A JOB DESCRIPTION STATING THE DUTIES AND RESPONSIBILITIES OF THE POSITION. THE JOB DESCRIPTION WILL BE MAINTAINED BY THE BOARD OF DIRECTORS. THE SECRETARY/TREASURER SHALL BE BONDED FOR A SUM TO BE DETERMINED BY THE BOARD OF DIRECTORS, BUT NOT LESS THAN \$10,000 CONDITIONED FOR THE FAITHFUL ACCOUNTING OF ALL FUNDS OF THE CLUB THAT MAY COME INTO THE SECRETARY/TREASURER'S HANDS. THE PREMIUM FEE FOR SUCH BOND SHALL BE PAID BY THE CLUB.

SECTION 3. THE SECRETARY/TREASURER SHALL RECEIVE FOR SERVICES AND EXPENSES AN AMOUNT TO BE DETERMINED BY THE BOARD OF DIRECTORS.

SECTION 4. THE SECRETARY/TREASURER SHALL SUBMIT A WRITTEN OPERATING AND FINANCIAL STATEMENT TO THE BOARD OF DIRECTORS AT EACH REGULAR MONTHLY BOARD MEETING AND AN ANNUAL AUDITED STATEMENT OF RECEIPTS AND EXPENDITURES.

SECTION 5. THE SECRETARY/TREASURER SHALL ALSO PERFORM SUCH OTHER DUTIES AS ARE INCIDENT TO, AND NECESSARY FOR, THE PROPER CONDUCT OF THE OFFICE.

SECTION 6. THE DUTIES OF THE ASSISTANT SECRETARY/EDITOR SHALL BE THE EDITORSHIP OF THE ITC NEWS AND ALL MATTERS PERTAINING THERETO. HE/SHE SHALL FURNISH INFORMATION RELATIVE TO THE AFFAIRS OF THE CLUB AS THE BOARD OF DIRECTORS MAY DESIRE. THE ASSISTANT SECRETARY/EDITOR OF THE ITC NEWS SHALL RECEIVE FOR SERVICES AND EXPENSES AN AMOUNT TO BE FIXED BY THE BOARD OF DIRECTORS.

SECTION 7. DUTIES OF THE BOARD OF DIRECTORS. THE BOARD OF DIRECTORS SHALL HAVE THE POWER TO MANAGE ALL THE AFFAIRS OF THE CLUB AND ANY AND ALL QUESTIONS RELATING IN ANY MANNER WHATSOEVER THERETO, AND TO APPROVE ALL CONTRACTS NECESSARY FOR THE PROPER TRANSACTION OF ALL BUSINESS. THEY SHALL HAVE ENTIRE CONTROL OVER ALL MATTERS PERTAINING TO THE CONDUCT, SUPERVISION AND MANAGEMENT OF THE CLUB AND THE FINANCES OF ITS FUNCTIONS, AND ALL APPROPRIATIONS SHALL BE MADE BY THEM.

SECTION 8. THE BOARD OF DIRECTORS SHALL APPROVE THE COMMITTEES THAT SHALL BE NECESSARY FOR THE PROPER MANAGEMENT OF THE CLUB'S AFFAIRS AND MAY DEFINE THE DUTIES OF SAID COMMITTEES.

SECTION 9. OTHER DUTIES OF THE BOARD OF DIRECTORS ARE PRESCRIBED THROUGHOUT THESE BY-LAWS.

THE BOARD OF DIRECTORS SHALL HAVE THE FOLLOWING SPECIAL POWERS:

- A. TO APPOINT DELEGATES OR COMMITTEES TO CONFER WITH OTHER ASSOCIATIONS OR CLUBS.
- B. TO ADMIT OR REJECT APPLICATIONS FOR MEMBERSHIP AND TO SUSPEND OR EXPEL MEMBERS FOR ANY CONDUCT OR VIOLATION OF THE BY-LAWS, RULES OR OTHER IMPROPER ACTIONS PREJUDICIAL TO THE INTERESTS OF THE CLUB.
- C. TO CALL SPECIAL MEETINGS OF THE CLUB TO CONSIDER SPECIAL SUBJECTS.
- D. TO PRESCRIBE ADDITIONAL DUTIES FOR ANY OF THE OFFICERS IN ADDITION TO THOSE SET FORTH IN THE BY-LAWS.

ARTICLE VII

VACANCIES IN OFFICE

SECTION 1. THE BOARD OF DIRECTORS MAY FILL ANY VACANCY AMONG THE OFFICERS OR DIRECTORS BY A VOTE OF THE MAJORITY OF THE MEMBERS PRESENT AT A REGULAR MEETING OF THE BOARD OF DIRECTORS, WITH APPOINTEE TO SERVE UNTIL THE NEXT ELECTION OR UNTIL HIS/HER SUCCESSOR HAS BEEN QUALIFIED AND INSTALLED. SUCH APPOINTMENT TO FILL A VACANCY AMONG THE OFFICERS SHALL BE CHOSEN FROM THE MEMBERS OF THE BOARD OF DIRECTORS, EXCEPT FOR THE OFFICE OF SECRETARY/TREASURER OR THE APPOINTIVE OFFICE OF ASSISTANT SECRETARY/EDITOR OF THE ITC NEWS, WHICH MAY BE

CHOSEN AND FILLED BY THE BOARD FROM THE MEMBERS OF THE BOARD OF DIRECTORS OR FROM THE MEMBERSHIP AT-LARGE.

SECTION 2. ANY OFFICER OR MEMBER OF THE BOARD OF DIRECTORS WHO IS ABSENT FROM THREE (3) CONSECUTIVE MEETINGS OF THE BOARD WITHOUT AN EXCUSE SATISFACTORY TO THE PRESIDENT OR THE BOARD OF DIRECTORS, SHALL CEASE TO BE A MEMBER OF THE BOARD OR AN OFFICER. SUCH VACANCY CREATED SHALL BE FILLED AS PROVIDED IN SECTION 1 OF THIS ARTICLE.

ARTICLE VIII

DUES

SECTION 1. THE ANNUAL DUES OF THE MEMBERS SHALL BE FIXED AND DETERMINED BY THE BOARD OF DIRECTORS. NOTICE OF SAID DUES SHALL BE MAILED TO EACH MEMBER BY THE SECRETARY/TREASURER AND ALL DUES SHALL BE COLLECTED BY SAME. DUES SHALL BE PAYABLE ON THE FIRST DAY OF JANUARY EACH YEAR. EFFECTIVE THE FIRST DAY OF MARCH EACH YEAR, ALL MEMBERS DUES NOT PAID WILL BECOME DELINQUENT AND RENEWAL AFTER THE FIRST DAY OF MARCH, CURRENT ANNUAL DUES PLUS FIVE DOLLARS (\$5.00) WILL BE ASSESSED. IF DUES AND DELINQUENT FEE IS NOT PAID ON OR BEFORE THE FIRST DAY OF APRIL, THE MEMBER MAY BE SUSPENDED BY BOARD ACTION AS SPECIFIED IN ARTICLE III, SECTION 5, PARAGRAPH 2.

SECTION 2. ANY MEMBER WHOSE DUES ARE DELINQUENT SHALL NOT BE PERMITTED TO VOTE DURING SUCH DELINQUENCY. ANY MEMBER WHO REMAINS DELINQUENT OF PAYMENT OF THE CURRENT YEARS DUES ON OR AFTER APRIL 1ST, SHALL BE CONSIDERED FOR SUSPENSION FROM THE CLUB BY THE BOARD OF DIRECTORS AT ITS FIRST CALLED BOARD MEETING AFTER SAID DATE. DUES FROM MEMBERS UNDER SUSPENSION FOR NONPAYMENT OF DUES SHALL BE AS OUTLINED IN ARTICLE III, SECTION 5.

SECTION 3. ANY INDIVIDUAL SEEKING TO OBTAIN MEMBERSHIP IN THE CLUB ON OR AFTER AUGUST 1ST OF A GIVEN YEAR, SHALL BE CHARGED A PRO-RATA AMOUNT OF THE ANNUAL DUES AS PRESCRIBED UNDER SECTION 2 HEREIN, AS FIXED AND DETERMINED BY THE BOARD OF DIRECTORS.

ARTICLE IX

MEETINGS

SECTION 1. SPECIAL MEETINGS OF THE MEMBERSHIP MAY BE CALLED BY THE BOARD OF DIRECTORS UPON PETITION SIGNED BY AT LEAST TWENTY-FIVE (25) MEMBERS OF THE CLUB AND BY THE SECRETARY/TREASURER GIVING AT LEAST TEN (10) DAYS NOTICE IN WRITING TO ALL MEMBERS. SUCH NOTICE SHALL STATE THE DATE, TIME, PLACE AND PURPOSE OF SUCH SPECIAL MEETING.

SECTION 2. THE ANNUAL MEETING FOR THE ELECTION OF OFFICERS AND RECEIPT OF ANNUAL REPORTS SHALL BE HELD IN THE MONTH OF NOVEMBER ON SUCH DATE AND AT SUCH PLACE AS DETERMINED BY THE BOARD OF DIRECTORS. THIS DUTY MAY IN TURN BE DELEGATED TO THE PRESIDENT.

SECTION 3. TWENTY-FIVE (25) MEMBERS SHALL CONSTITUTE A QUORUM FOR TRANSACTIONS OF BUSINESS AT ANY MEETING OF THE CLUB. THE QUORUM FOR BOARD OF DIRECTOR MEETINGS SHALL BE SEVEN (7) OR TWO-THIRDS (2/3) OF THE BOARD MEMBERS.

SECTION 4. UPON NOTICE TO THE BOARD OF DIRECTORS, REGULAR BUSINESS AND SOCIAL ACTIVITIES OF THE CLUB SHALL BE PLANNED BY THE PRESIDENT WITH THE APPROVAL OF THE BOARD OF DIRECTORS.

SECTION 5. THE CLUB SHALL SPONSOR SPECIAL ACTIVITIES WHICH MAY BE APPROVED BY THE BOARD OF DIRECTORS WHO SHALL PRESCRIBE THE FINANCIAL SUPPORT ACCORDED THESE ACTIVITIES. **THE CLUB, HOWEVER, DISCLAIMS ANY OTHER RESPONSIBILITY, FINANCIAL OR OTHERWISE, TO THESE SPECIAL ACTIVITIES.**

ARTICLE X

NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. THE PRESIDENT, WITH THE APPROVAL OF THE BOARD OF DIRECTORS, SHALL AT LEAST NINETY (90) DAYS PRIOR TO THE ANNUAL MEETING APPOINT A NOMINATING COMMITTEE CONSISTING OF FOUR (4) MEMBERS, NONE OF WHOM SHALL BE A MEMBER OF THE BOARD OF DIRECTORS. THE DELIBERATIONS AND SELECTIONS OF THIS COMMITTEE SHALL BE

SUCH NOMINATING COMMITTEE SHALL NAME AND FURNISH TO THE PRESIDENT AT LEAST SIXTY (60) DAYS PRIOR TO THE ANNUAL MEETING (BY AUGUST 31) A LIST OF CANDIDATES FOR OFFICERS AND DIRECTORS TO BE ELECTED AT THE ANNUAL MEETING. IN NAMING A LIST OF CANDIDATES, THE NOMINATING COMMITTEE SHALL MAKE SUCH NOMINATIONS THAT THE BOARD OF DIRECTORS SHALL BE DIVIDED INTO CLASSES TO BE CONSTITUTED AS FOLLOWS: FOUR MEMBERS FROM THE INDUSTRIAL GROUP AND FOUR MEMBERS FROM THE TRANSPORTATION GROUP. IN SELECTING NOMINEES FOR OFFICERS, THE NOMINATING COMMITTEE SHALL PLACE IN NOMINATION FOR PRESIDENT, THE VICE-PRESIDENT IF ACCEPTABLE TO THE VICE-PRESIDENT, OTHERWISE TWO NOMINEES IN NOMINATION FOR PRESIDENT. THESE NOMINEES SHALL BE FROM THE SAME GROUP AS THE PRESENT VICE-PRESIDENT IN ORDER TO PROVIDE SEQUENCE OF MANAGEMENT AS REFERRED TO IN SECTION 4 OF ARTICLE X. TWO NOMINEES MAY BE SELECTED FOR SECRETARY/TREASURER; THE CURRENT INCUMBENT SHALL BE NOMINATED IF ACCEPTABLE TO SAME AND AN OPPONENT MAY ALSO BE NAMED. NOMINEES FOR ALL OFFICES MUST BE MEMBERS IN GOOD STANDING OF THE CLUB FOR AT LEAST TWELVE (12) CONSECUTIVE MONTHS. SUCH LIST OF CANDIDATES SHALL BE READ AT A BOARD MEETING AND PUBLISHED IN THE ITC NEWS AT LEAST FORTY-FIVE (45) DAYS (MID SEPTEMBER) BEFORE THE ANNUAL MEETING.

SECTION 2. ANY GROUP OF NOT LESS THAN TEN (10) MEMBERS IN GOOD STANDING MAY NOMINATE SPECIAL TICKETS OF MEMBERS AS CANDIDATES FOR ANY VACANCY OR VACANCIES DIFFERING IN WHOLE OR IN PART FROM THE LIST PRESENTED BY THE NOMINATING COMMITTEE, BY SIGNING SUCH SPECIAL TICKETS AND FORWARDING SAME TO THE SECRETARY/TREASURER AT LEAST THIRTY (30) DAYS PRIOR TO THE ANNUAL MEETING. ANY SPECIAL TICKETS MUST MAINTAIN THE SAME BALANCE OF REPRESENTATION AS PROVIDED FOR IN SECTION 1 OF ARTICLE X.

SECTION 3. WHEN THE TIME HAS EXPIRED WITHIN WHICH NOMINATIONS CAN BE MADE, THE SECRETARY/TREASURER SHALL HAVE PRINTED THE NAMES OF ALL NOMINEES IN ROTATION ON THE BALLOT SHOWING FIRST THE REGULAR LIST SUBMITTED BY THE NOMINATING COMMITTEE AND IMMEDIATELY FOLLOWING SHALL APPEAR THE CANDIDATES NOMINATED BY SPECIAL TICKET, IF ANY. NAMES ON THE BALLOT SHALL BE PRINTED IN ALPHABETICAL ORDER ACCORDING TO THE GROUP IN WHICH THEY ARE CLASSIFIED. A COPY OF SUCH BALLOT SHALL BE MAILED TO EACH MEMBER WHO IS AUTHORIZED BY THE BY-LAWS TO VOTE, AT LEAST FOURTEEN (14) DAYS BEFORE THE ANNUAL MEETING. ALL MEMBERS, EXCLUDING HONORARY, ARE ENTITLED TO VOTE IN PERSON OR BY MAIL.

SECTION 4. FOR THE PURPOSE OF KEEPING THE MANAGEMENT OF THE CLUB BALANCED BETWEEN INDUSTRIAL AND TRANSPORTATION, THE OFFICE OF PRESIDENT SHALL BE ALTERNATED, WITH A MEMBER FROM THE INDUSTRIAL GROUP SERVING FOR ONE (1) YEAR AND A MEMBER OF THE TRANSPORTATION GROUP SERVING FOR ONE (1) YEAR. THE VICE-PRESIDENT SHALL BE NOMINATED FROM THEIR RESPECTIVE GROUPS AND ELECTED IN SEQUENCE AS STATED ABOVE. THE BOARD OF DIRECTORS MAY ALTER THIS SUCCESSION WHEN FOR REASON OF CHANGE, OR TERMINATION OF EMPLOYMENT, AN INCUMBENT OFFICER MAY NO LONGER FIT THE EMPLOYMENT QUALIFICATION SPECIFIED IN THIS SECTION, OR MAY TAKE OTHER EXPEDIENT AND PROPER ACTION TO ASSURE THE CONTINUED SUCCESSION OF COMPETENT OFFICERS. FOR PURPOSES OF CLARIFICATION, THE INDUSTRIAL GROUP IS COMPOSED OF MEMBERS EMPLOYED IN MANUFACTURING, RETAILING, WAREHOUSING OR ANY INDUSTRY OR SERVICE GROUP OTHER THAN THE TRANSPORTATION GROUP.

SECTION 5. AT THE ANNUAL ELECTION OF OFFICERS AND DIRECTORS ONLY MEMBERS IN GOOD STANDING WITH CURRENT YEAR DUES PAID WILL BE PERMITTED TO VOTE. THE POLLS SHALL BE OPEN AT 4:00 PM AT THE LOCATION AT WHICH THE ANNUAL MEETING IS TO BE HELD AND SAID POLLS WILL CLOSE PROMPTLY AT 6:00 PM (LOCAL TIME). ANY ACTIVE MEMBER WHO DESIRES TO VOTE BY MAIL MAY DO SO BY MAILING THE BALLOT IN A SEALED ENVELOPE ON WHICH SHALL APPEAR ON THE OUTSIDE OF SAME THE MEMBERS NAME AND AFFILIATION. THE BALLOT MUST BE IN THE HANDS OF THE CHAIRMAN OF THE ELECTION BOARD ON OR BEFORE THE DAY OF THE ANNUAL ELECTION MEETING.

SECTION 6. AT LEAST FIVE (5) DAYS PRIOR TO THE ANNUAL MEETING, THE PRESIDENT SHALL APPOINT FOUR (4) MEMBERS OF THE CLUB TO SERVE AS THE ELECTION BOARD. IT SHALL BE THE DUTY OF THE ELECTION BOARD TO SUPERVISE THE ELECTION, COUNT AND TABULATE THE BALLOTS, AND REPORT TO THE PRESIDENT THE NAMES OF THE CANDIDATES ELECTED TO OFFICE. THE PRESIDENT SHALL INSTRUCT THE ELECTION COMMITTEE THAT ALL MATTERS AND WORKINGS OF THE COMMITTEE MUST BE KEPT SECRET, BEFORE, DURING, AND AFTER THE PERFORMANCE OF CARRYING OUT THEIR DUTIES AS AN ELECTION BOARD. VERIFICATION OF ALL AUTHORIZED BALLOTS VOTED AND TO BE COUNTED SHALL BE THE RESPONSIBILITY OF THE ELECTION BOARD CHAIRPERSON AND THE SECRETARY/TREASURER OF THE CLUB. ALL PAPERS OF IRREGULARITIES SHALL BE TURNED OVER IMMEDIATELY TO THE SECRETARY/ TREASURER FOR PRESENTATION TO THE BOARD OF DIRECTORS FOR FURTHER HANDLING AS MAY BE DEEMED NECESSARY AT THE EARLIEST POSSIBLE MEETING OF THE BOARD OF DIRECTORS FOLLOWING THE ELECTION MEETING.

SECTION 7. AFTER THE ELECTION BOARD COMPLETES ITS FUNCTIONS THE CHAIRPERSON OF THE ELECTION COMMITTEE SHALL DELIVER ALL PAPERS AND BALLOTS IN A CLOSED CONTAINER TO THE SECRETARY/TREASURER WHO SHALL DISPOSE OF SAID MATERIAL BY FIRE OR SHREDDING AT THE FIRST OPPORTUNITY FOLLOWING THE MEETING. A SIGNED REPORT SHALL BE MADE AND READ INTO THE MINUTES OF THE NEXT MEETING OF THE BOARD OF DIRECTORS THAT THESE INSTRUCTIONS HAVE BEEN CARRIED OUT AND THE DISPOSAL COMPLETED.

ARTICLE XI

TERMS OF OFFICE

SECTION 1. THE TERMS OF OFFICE OF THE PRESIDENT, VICE-PRESIDENT, AND SECRETARY/TREASURER SHALL BE FOR ONE (1) YEAR AND THE TERMS OF OFFICE FOR THE BOARD OF DIRECTORS SHALL BE TWO (2) YEARS.

SECTION 2. A YEAR IS DEFINED AS BEGINNING ON JANUARY 1 AND ENDING ON DECEMBER 31 OF THE SAME CALENDAR YEAR.

ARTICLE XII

PROCEDURE

SECTION 1. EXCEPT AS OTHERWISE PROVIDED BY THESE BY-LAWS, ALL MEETINGS OF THE BOARD OF DIRECTORS OR OF THE CLUB AS A WHOLE WILL BE SUBJECT TO ROBERTS RULES OF ORDER.

ARTICLE XIII

AMENDMENTS

SECTION 1. THESE BY-LAWS MAY BE AMENDED AT ANY REGULAR MEETING OF THE BOARD OF DIRECTORS, OR AT ANY SPECIAL MEETING OF THE BOARD OF DIRECTORS CALLED FOR THAT PURPOSE, UPON TEN (10) DAYS NOTICE TO EACH MEMBER OF THE BOARD OF DIRECTORS.