

## **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. Hereinafter, The Indianapolis Traffic Club will be referred to as the "Club".

#### **ARTICLE II**

##### **MISSION STATEMENT**

The General object of the Club is to promote closer relationships through networking, building mutual understanding among its members and stimulating education in transportation, warehousing, logistics, and supply chain management.

#### **ARTICLE III**

##### **MEMBERSHIP**

**SECTION 1. Qualifications:** All applicants must be an adult. An adult is considered to be anyone who has attained the age of twenty-one (21) years. Membership is expressly for persons associated with transportation, warehousing, logistics, supply chain management or associated industries and/or service groups. The exception to this qualification is for the class of membership referred to as college or university student members.

**SECTION 2. Classes:** There shall be four (4) classes of members: Active, Life, Honorary and Student.

- A. Active memberships in the Club are members current in their payment of dues and not classified as Life, Honorary or Student members.
- B. Life membership in the Club shall be limited to and composed of the following:
  - a. Any Past-President of the Club who has attained his/her sixty-fifth (65<sup>th</sup>) birthday or who has been retired from full-time active employment before that age.
  - b. Other persons may be elected to such membership by a two-thirds (2/3) majority vote of the board of directors present, provided that:
    - i. The person has retired or terminated his/her full-time employment
    - ii. The person has been a bona fide continuous member in good standing of the Club for a period of not less than five (5) years
    - iii. Persons who retire before the required five year period for reasons of employer policy or for reasons of ill health or disability
  - c. Life member shall be exempt only from payment of dues
  - d. Any person holding life membership in the Club may lose such status if, within 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 or service groups. In such cases, a member shall have the right to remain a bona fide member of the Club by payment of current annual dues and shall be considered having continuous longevity membership in the 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 the Club or in civic matters, have been found worthy of such membership and by unanimous vote of the board present. Such membership shall have no

vote on matters in the Club. Such honorary members shall be exempt from payment of dues or fees.

- D. Student members shall be anyone enrolled in any college or university taking degree related programs that constitute following a career path in the areas of transportation, warehousing, logistics, or supply chain management.

**SECTION 3. Applications:** All applications for membership shall be made on a form authorized by the board of directors. The applicant must be recommended by one member either active, life or honorary. The application shall state the name, business affiliation, title, residence and business address, and whether the applicant is at least twenty-one (21) 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 the 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 the Club, without vote until acted upon by the board and elected into membership of the 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 of 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 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 the

Club are required in ascertaining the five (5) year requirement in the aforementioned Section 2, B regarding life membership requirements.

## **ARTICLE IV**

### **SCHOLARSHIP PROGRAM**

A separate fund established for the purpose of giving scholarship(s) from the dividends and interest to students pursuing a degree from an accredited college or university providing candidate(s) are approved by a Scholarship Committee in accordance with the approved scholarship process adopted by the Board of Directors. This separate fund shall be for the sole purpose and use for providing scholarship(s). Individual and Corporate contributions will be accepted for this fund and shall be tax deductible in accordance with the Internal Revenue Service regulations for a Non-Profit Corporation.

## **ARTICLE V**

### **OFFICERS AND DIRECTORS**

**SECTION 1.** The government of the Club shall be vested in a board of directors consisting of at least four (4) members of the Club serving staggered terms of two (2) years; plus a one year term for the President, Vice President, Secretary/Treasurer, and Assistant Secretary/Editor. 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 serve as a By-Laws committee, with the incumbent Ex-Officio director as chairperson.

The duties of the By-Laws Committee shall be to review, consider, and recommend to the board of directors any changes to the By-Laws. The decision of the board of directors is final regarding the recommendations.

**SECTION 2.** The officers of the Club shall be a President, Vice President, Secretary/Treasurer and Assistant Secretary/Editor. Such officers shall be elected in accordance with provisions of Article X with the exception of the Assistant Secretary/Editor who shall be appointed by the President with the approval of the board of directors. The term of office of the Assistant Secretary/Editor shall coincide with all officers and shall run from January 1<sup>st</sup> to December 31<sup>st</sup> of the same year. All officers must be members in good standing.

**SECTION 3.** The Assistant Secretary/Editor is responsible for publishing the ITC News, an Indianapolis Traffic Club Newsletter.

## **ARTICLE VI**

### **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 the provisions of the Constitution and By-Laws are observed, and to exercise general supervision of the affairs of the Club.

**SECTION 2.** The President or Vice President, together with the Secretary/Treasurer or Assistant Secretary/Editor, shall approve and 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 (2) authorized 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. The President shall notify members of their nomination and election and appointment to committees.

**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. 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/Editor 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 and the Assistant Secretary/Editors appointment and the Board of Directors appointment confirmation. All meetings of this group shall be conducted in accordance with Roberts Rules of Order and the minutes of said meetings shall be distributed to the entire Board of Directors.

## **ARTICLE VII**

### **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 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 in accordance with 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 shall 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. She/he shall furnish information relative to the affairs of the Club as the Board of Directors may desire. In the case of absence of the Secretary/Treasurer, the Assistant Secretary/Editor shall assume the meeting responsibilities of taking minutes and making reports as necessary. In case of temporary absence or disability of the Secretary/Treasurer and the Assistant Secretary/Editor, the President shall choose from among the Board of Director members, a Secretary Pro Tem. 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 of 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 VIII**

### **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 IX**

### **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 for the twelve (12) month period beginning in the calendar month they are paid. Dues shall be payable on the first day of the following month each year thereafter. Effective the first day following the member's twelfth (12<sup>th</sup>) month, dues not paid will become delinquent and renewal will be current annual dues plus a delinquent fee will be assessed in the amount of five dollars (\$5.00). If dues and delinquent fee are not paid on or before the first day of the subsequent month, the member may be suspended by Board action as specified in Article III, Section 5, and 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 year's dues plus the delinquent fee on or after the first day of the fourteenth (14<sup>th</sup>) month, 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 non-payment of dues shall be as outlined in Article III, Section 5.

## **ARTICLE X**

## 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 Directors 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, social and educational 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 responsibilities, financial or otherwise, to these special activities.**

## ARTICLE XI

### 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 kept secret until the reading at a meeting as provided in this article. The

President shall call this provision to the special attention of the nominating committee. Such nominating committee shall name and furnish to the President at least sixty (60) days prior to the annual meeting (by August 31<sup>st</sup>) a list of candidates for officers and directors to be elected at the annual meeting. 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. Two nominees may be selected for Secretary/Treasurer and Vice President: 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 thirty (30) days (the first of October) before the annual dinner.

**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 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 dinner.

**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 office for which they are running. 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.** 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 P.M. at the location at which the annual meeting is to be held and said polls will close promptly at 6:00 P.M. (local time). Any active or life member who desires to vote by mail may (will) 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 Chairperson of the Election Board on or before the day of the annual election meeting.

**SECTION 5.** 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 candidate 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 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 6.** 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 annual 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 XII**

### **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 XIII**

#### **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 IXV**

#### **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.