



# CLEVELAND

## *Freight Association*

P.O. Box 81002 AMF Cleveland, Ohio 44181  
www.cfacle.org

### **Cleveland Freight Association Code of Regulations/By-Laws**

Revised: February 11, 2019

#### **ARTICLE I**

The name of the organization shall be “Cleveland Freight Association”, herein sometimes referred to the “Association” or “CFA”.

#### **ARTICLE II**

Objectives:

To promote professional, ethical and educational standards of its members within the business community.

To cultivate good fellowship.

To share ideas and provide mutual assistance in the promotion of commerce.

To achieve coordinated action in the matters involving or affecting logistics and supply chain solutions.

#### **ARTICLE III**

Membership:

Section 1. All persons seeking membership in the Association will be welcome from any business and/or profession. We also accept students from any accredited college or university and retirees from any profession.

Section 2. Application for membership shall be submitted in writing on the form provided for the purpose and accompanied by one year’s dues as provided in Article IV, Section 1.

Section 3. The Board of Trustees, on its own motion or upon complaint by any member alleging willful violation of these by-laws and/or any prejudicial act against the Association may suspend or revoke such membership upon due notice to the accused member after a hearing before the Board of Trustees.

#### **ARTICLE IV**

Dues:

Section 1. Annual dues for membership shall be as follows:

Individual Membership/Corporate Membership	\$25.00
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Student Membership	\$ 5.00
Retiree Membership	Free

New membership will be considered a Corporate Membership if dues are paid by the member's company and the Corporation will retain the membership rights. If dues are paid by other than the member's company, the applicant will be responsible for declaring membership as an Individual Membership or Corporate Membership with the membership rights retained on the basis of their declaration.

Section 2. Any member joining the Association during the calendar year will be considered a paid member for the calendar year only.

## **ARTICLE V**

Officers and Board of Trustees:

Section 1. The officers shall consist of a President, Vice President, Secretary and Treasurer. The Board of Trustees shall consist of the foregoing officers, the previous year's officers and a minimum of 1 other member of the Association to insure the Board of Trustees consists of an uneven number of people.

Section 2. All office terms shall run one (1) year, except as appointee as described in Section 3. All officers and trustees may, upon a successful election, hold office for consecutive terms. All officers shall become members of the Board of Trustees for one (1) year after completion of their term in office.

Section 3. Vacancies to the Board of Trustees which occur midterm shall be filled by appointments made by the remaining Board of Trustees. If two or more appointments are made by the remaining Board of Trustees for the same vacancies, a vote will be taken, and the President shall cast a tie breaking vote if needed. Appointees shall hold office until the next election.

## **Article VI**

Duties of Officers and Board of Trustees:

Section 1. **PRESIDENT:** It shall be the duty of the President to preside at all regular and special meetings, appoint all standing and special committees, receive all matters presented for consideration by the Association and make assignments of each to the proper committee.

Section 2. **VICE PRESIDENT:** It shall be the duty of the Vice President to preside in the absence of the President with the same powers of the President. The Vice President shall also act in the capacity of any other officer absent from the meeting. The Vice President shall chair the Nominating Committee.

Section 3. **SECRETARY:** It shall be the duty of the Secretary to keep minutes of all regular and special meetings of the Board of Trustees, handle and record all correspondence for the Association, keep a complete roster of members with all contact information, notify all members of the elections dates for officers or appointees to committees, prepare and mail/email all regular and special meeting notices of the Association, handle any constitutional proposals with the by-laws, and assist the Treasurer with collection of membership dues.

Section 4. **TREASURER:** It shall be the duty of the Treasurer to receive all monies and pay all bills when approved by the Board of Trustees, collection of all dues and record keeping in connection of dues collections, make a financial report at all regular meetings, provide quarterly reports from our bank and

deposit all monies received to the credit of the Association in a bank designated by the Board of Trustees. The signature cards for checking, savings or debit card accounts shall be signed by all officers. Any one (1) to two (2) of the four (4) signatures shall be required to endorse all checks, withdrawals, and debit card transactions.

Section 5. BOARD OF TRUSTEES: It shall be the duty of the Board of Trustees to authorize all expenditures, conduct all urgent business of the Association between regular meetings, handle other matters referred to them at any regular or special meetings of the Association.

Section 6. Expenditure Approval Limits: Officers may approve expenditures up to \$500.00. the Board will approve expenditures from \$500.01 to \$1250.00 and over \$1250.00 will be presented to the membership for approval.

## **ARTICLE VII**

By-Laws:

Section 1. Current By-Laws shall be kept on our website and available in written format upon request by any member in good standing.

Section 2. Action to amend the By-Laws may be instituted in the following manner:

- a. By petition, in writing, stating the purpose of the amendment(s) and setting forth the proposed change, submitted to the Secretary as follows
- b. By action of the By-Laws committee on its own motion
- c. By action of the Board of Trustees on its own motion
- d. Or, by any member in good standing

Section 3. The Secretary shall submit any proposals originated outside the By-Laws committee for verification, review, and re-drafting (if needed), subject to the final approval of the proponent. The Secretary shall read the proposed amendment(s) at the next regular meeting and shall follow by mailing/emailing a copy thereof to each member along with a Proxy ballot in case the member is not available to attend the next regular meeting at which amendment(s) will be voted on as indicated in Section 4.

Section 4. At the next member's meeting, the proposal shall be read again by the Secretary, followed by an open discussion of the amendment, and then put to vote by members in attendance. A two-thirds (2/3) majority of votes cast shall be required for passage. Any member in good standing who cannot attend the meeting may vote by written proxy submitted to the Secretary prior to the member's meeting. Proxy ballots will be counted at the member's meeting along with the votes cast at the member's meeting.

Section 5. By-Laws will be reviewed at a minimum of every five (5) years by the Board of Trustees for accuracy and application to current standard beginning in 2019. Next review year is 2024, 2029 and so on.

## **ARTICLE VIII**

### Meetings:

Section 1. General meetings will be held 5-7 times per year, including special events, and voted by the new board in January of each year, except as otherwise changed by the action of the Board of Trustees, at a time and place designated by the Trustees. The Secretary shall notify all members of the meeting arrangements.

Section 2. Ten (10) percent of the membership present at a regular or special meeting shall constitute a quorum for the purposes of conducting business and voting on matters brought forward to the Trustees.

Section 3. Fifty (50) percent of the Board of Trustees present at a board meeting shall constitute a quorum for the purpose of conducting business and voting on matters brought forward to the Trustees.

Section 4. The Board of Trustees shall meet on a regularly scheduled basis during the calendar year with a minimum of six (6) board meetings held in the calendar year. Additional meeting will be held as required.

Section 5. No alcoholic beverages will be provided by or sponsored by the Association at any meeting. A cash bar may be available.

## **ARTICLE IX**

### Order of Regular Meetings:

1. Reading of the minutes
2. Secretary's Report
3. Treasurer's Report
4. Reports of Standing Committees
5. Reports of Special Committees
6. Unfinished Business
7. New Business
8. Program of the Meeting

## **ARTICLE X**

### Standing Committees:

The President shall appoint the following Standing Committees which may be increased or changed as conditions warrant with their duties as follows:

Speakers. To provide suitable educational topics or programs for the Association to pursue and bring to the membership.

Social Media. To obtain favorable publicity for the Association in a variety of methods, including but not limited to Facebook, LinkedIn, and Twitter.

By-Laws. To maintain and apply the existing By-Laws and draft any amendment(s) to the existing By-Laws.

Auditing. To make an annual audit of the finances of the Association and report the findings at each January meeting.

Scholarship. Oversee and support the scholarship program for application, requirements and monies distributed.

Photography. Designate a member to ensure all meetings or events are photographed for use in social media and other formats.

Special Committees. Special committees will be formed as needed by the Association to meet the needs of the Association as determined by the members. These Special Committees shall be approved by the President to accomplish a specific task for the benefit of the Association.

## **ARTICLE XI**

Elections:

Section 1. In September of each year, the Board of Trustees shall appoint a Nominating Committee consisting of the Vice President as Chairperson along with two (2) members of the Association who have been in good standing for at least one (1) year to recommend candidates for the Board and Officers position. All candidates must be current members in good standing. No other Board Members shall serve on this committee.

Section 2. The Nominating Committee shall report to the secretary, before the next regular meeting, the names of the members selected as candidates for each office and board position to be filled.

Section 3. The Vice President will prepare the ballot with the names to be voted on for the November meeting. Nominations from the floor may be allowed and added to the ballot. Voting shall be done by secret ballot. The officers elected shall serve a term of one (1) year, except as provided in Section 5. Officers and Trustees shall assume office on January 1 of the following year.

Section 4. On or before the first meeting in January, all property of the Association shall be turned over to new officers.

Section 5. The candidate for President shall have no opposition if said candidate has been elected and serviced as Vice President in the previous year. The candidate for Vice President shall have no opposition if said candidate has been elected and served on the Board of Trustees in the previous year, provided there is only one person from the board seeking to be Vice President. In the event of two (2) or more past board members seeking the office of Vice President, the election will be between those members only.

Section 6. If a vacancy occurs in the office of President, the Vice President shall automatically succeed the President and Article V, Section 3, and Article XI, Section 5 shall apply. If a vacancy occurs in any other office, the Board of Trustees shall fill the resulting vacancy by appointment for the remaining term, as outlined in Article XI, Section 9. Should the appointee decline or be unable to take office, the Board of Trustees shall appoint any qualified member in good standing subject to their acceptance of the office.

Section 7. Absentee voting shall be permitted for any member so requesting, provided said member is unable to attend the election meeting. A member so requesting shall notify the Secretary at least two (2) weeks before the election meeting. The Secretary will furnish an "Absentee Ballot" which must be returned to the Secretary in a sealed envelope or emailed directly back to the Secretary with "Absentee

Ballot Enclosed” or “Absentee Ballot” in the subject line of the email. The Secretary shall present all absentee ballots, unopened, to the Tellers Committee as outlined in Article XI, Section 8, on election night.

Section 8. The President shall appoint a Tellers Committee consisting of two (2) members in good standing to count the ballots cast along with the absentee ballots and report the election results to the President at the election meeting.

Section 9. A complete record of votes cast for all nominees shall be kept for two (2) years and in the event of any elective office being vacated before completion of its full term, the nominee placing highest in the list of runners-up for the specific office vacated shall be appointed to that office by the Board of Trustees for the duration of the unexpired term.

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