



CLEVELAND

Freight Association

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

Cleveland Freight Association Code of Regulations/By-Laws

Revised November 14, 2012

The name of the organization shall be "Cleveland Freight Association", herein sometimes referred to as "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 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.

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:

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

New membership will be considered a Corporate Membership if dues are paid by company check and the Corporation will retain the membership rights. If dues are paid by other than

company check, 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. Dues are payable by the end of January. The fiscal year shall begin on the first day of January.

Section 3. Any member joining the Association during the calendar year will be considered a paid member for the calendar year only. Membership is based on a January to December calendar year.

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 members 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, keep a mailing list, notify all members of the election dates for officers or appointees to committees, prepare and mail/e-mail regular and special meeting notices, read all pertinent correspondence received by the Association

at each regular meeting 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 collection, make a financial report at all regular meetings, and deposit all monies received to the credit of the Association in a bank designated by the Board of Trustees. The signature cards for the checking and savings account shall be signed by all Officers. Any two (2) of the four (4) signatures shall be required to endorse all checks and withdrawals.

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. The Board will approve expenditures from \$501-\$1250 and over \$1251 will be presented to the membership for approval.

ARTICLE VII By-Laws:

Section 1. Current By-Laws shall be kept on our web site 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:

By petition, in writing, stating the purpose of the amendment(s) and setting forth the

proposed change, submitted to the Secretary as follows:

a. by action of the By-Laws Committee on its own motion; b. by action of the Board of Trustees on its own motion; c. 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/e-mailing 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 the 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 a 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.

ARTICLE VIII

Meetings:

Section 1. Regular meetings shall be held on the second Wednesday of every other month, except as otherwise changed by 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 Association.

Section 3. Fifty (51) 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.

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

ARTICLE IX

Order of Regular Meetings:

Reading of the Minutes Secretary's Report
Treasurer's Report
Reports of Standing Committees Reports of Special Committees
Unfinished Business

New Business
Program for the evening

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:

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

Publicity. To obtain favorable publicity for the Association in a variety of formats.

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 the January meeting.

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 Officer positions. 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 at the first meeting in January.

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

Section 5. The candidate for President shall have no opposition if said candidate has been elected and served 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 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. Article XI – Section 5 shall not apply to the office of Vice President in this instance.

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 marked

"Absentee Ballot enclosed" or by email "Absentee Ballot" in the Subject Line. 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 runner-ups for the specific office vacated shall be appointed to that office by the Board of Trustees for the duration of the unexpired term.