

CONSTITUTION AND BY-LAWS DULUTH-SUPERIOR TRANSPORTATION ASSOCIATION

November 14, 2007

CONSTITUTION

Article 1

Name

The name of this organization shall be the Duluth-Superior Transportation Association.

Article 2

Object

The object of this Association shall be to promote friendly social relations among its members-and the discussion of topics relating to transportation and the promotion of educational activities of all kinds relating to the transportation field.

Article 3

Membership

Section 1.

Any person shall be eligible for membership provided:

- (1) That he/she is connected with a transportation company, either railroad, vessel or barge line, common carrier truck or bus company, airline, express company, private car company, or pipe line, either in traffic or operating departments in either supervisory or clerical capacity, or engaged in the handling of solicitation of freight or passengers or any other person having an interest in transportation.
- (2) Traffic manager or employees of industries shipping or receiving freight, in charge of or concerned with transportation with or without titles, and executives, officers, heads of departments, and other employees interested in transportation.
- (3) Officers and representatives of industrial traffic associations and officers of commercial organizations and regularly authorized business exchanges.
- (4) Officers and employees of public service or regulatory commissions dealing with transportation.

Section 2.

The Association is a voluntary organization and members, upon election, assume responsibility for the payment of their annual dues. Memberships are continued until formal resignation, which will be accepted only when all dues are paid in full or by formal action by the Board of Directors.

Section 3.

Any member or ex-member of the Association, upon recommendation of the Board of Directors, may be proposed for Honorary Life Membership and may be elected as an Honorary Life Member by majority of the members present at any regular meeting of the Association. Members so elected shall not be required to pay annual dues, but may be requested to make an annual donation to defray mailing costs, if they desire receiving regular Association mailings.

Article 4

Officers

The Officers of the Association shall consist of a President, First Vice-President, Second Vice-President, Secretary and Treasurer, who shall also be members of the Board of Directors. The immediate past President shall be an ex-officio member of the Board of Directors. There shall be a Board of Directors, exclusive of the officers and immediate past President, two of which shall be elected each year and shall hold office two years. A Retiree Director will be elected annually. The Officers and two members of the Board of Directors shall be elected at each annual election of the Association and shall take office January first of the following year and shall continue in office until their duly chosen successors assume duty.

Article 5

Duties of Officers

President: The President shall be the chief executive officer of the Association. It shall be the duty of the President to preside at all meetings of the Association and the Board of Directors, and appoint all standing and special committees of the Association, unless otherwise provided for by the resolution of the members and shall be a member ex-officio of all such committees.

First Vice-President: The First Vice-President, in the absence of the President, shall preside at all meetings of the Association. In the event of the absence or disability of the President he/she shall perform all the duties of the President.

Second Vice-President: The Second Vice-President, in the absence of the President and First Vice-President, shall preside at all meetings of the Association. In the event of the absence or disability of the President and First Vice-President, he/she shall perform all the duties of the President.

Secretary: The Secretary shall keep the minutes of all regular and special meetings of the Association and all meetings of the Board of Directors, issue calls for meetings and perform such other duties as from time to time, may be assigned to him/her by the President.

Treasurer: The Treasurer shall collect all membership dues, fees and assessments, and shall receive all moneys donated or otherwise given to the Association, which have been accepted by the Board of Directors, and he/she shall deposit all such moneys in the name of the Association in a sound financial institution approved by the Board of Directors. All Association expenses shall be paid by voucher checks (supported by paid receipt) drawn upon the financial institution and approved by the Treasurer, except that in the absence or disability of the Treasurer, The Treasurer shall, with the advice and consent of the President, invest any surplus funds of the Association in securities of the United States Government provided the Board of Directors approves them. The Treasurer and the President of the Association shall jointly be custodians of all funds and securities owned by the Association. The Treasurer shall be paid an annual salary of \$600.00.

Retiree Director: The Retiree Director will perform duties as requested by the elected officers and directors to keep all meetings and activities of the Association in order and maintained in proper operation and standings.

Editor (Non-voting Position): The Editor shall produce and issue a monthly newsletter, understanding there will be a minimum of nine (9) newsletters per calendar year, see that the newsletter gets to the printer and mailed in a timely fashion, no later than one (1) week prior to each scheduled meeting, maintain the current membership/ mailing list, and maintain a retired member list. The position will receive the sum of \$600.00 in yearly salary, free membership in the Association, free meals at each function, and complete reimbursement for mailing and printing expenses.

Article 6

Board of Directors

The Board of Directors shall have general charge of affairs and business of the Association. It shall have full authority to act for the Association when an emergency arises.

Article 7

Vacancies

In the event an office in the Association becomes vacant due to resignation, or any other cause, such vacancies shall be filled in the following manner:

(1) In the event the office of President shall become vacant for any reason whatsoever, the First Vice President shall become President of the Association and exercise all duties and privileges of that office until the next regular election.

(2) In the event the office of the First Vice-President shall become vacant for any reason whatsoever, the Second Vice President shall become First Vice President of the Association and exercise all duties and privileges of that office until the next regular election.

(3) In the event the office of Second Vice President, Secretary, or Treasurer shall become vacant for any reason whatsoever, such vacancy shall be filled by the Board of Directors by the selection of any member of the Association in good standing, and the person or persons so selected shall hold office until the next regular election.

(4) In the event there shall be vacancies on the Board of Directors for any reason whatsoever, the vacancies shall be filled by selection from the membership by the Board of Directors, and the person or persons so selected shall hold office until the next regular election.

Article 8

Dues

Members of the Association shall pay annual dues as determined by the Association. for the purpose of defraying expenses of the organization, and dues shall be payable January first of each year. The Board of Directors, subject to approval or rejection by the membership at the next regular meeting of the Association, shall propose any change in the amount of dues. Any member not paying dues by April first, will be considered inactive until dues are paid for the current year a penalty may be applied and will not be notified of Association activities or receive Association mailings.

Article 9

Election of Officers

The President shall appoint, not later than sixty (60) days in advance of each annual election meeting, a Nominating Committee which shall select one (1) candidate for the office of President and First Vice President, Retiree Director and select at least two (2) candidates for the office of Second Vice President, Secretary and Treasurer and four (4) candidates for the two (2) vacancies on the Board of Directors. The Nominating Committee shall meet and present its report at the election meeting and submit it as a first order of business at the first session. After the Nominating Committee has reported, any member of the Association shall have the privilege of making additional nominations from the floor at the meeting at which the report of the Nominating Committee is presented. The nominees for each office and the nominees for the Board of Directors receiving the highest number of votes shall be elected as officers and members of the Board of Directors, respectively.

Article 10

Annual Meetings

The Annual Meeting of the Association shall be in the month of October, at such a time and place as may be determined by the Board of Directors. Regular monthly meetings may be held at such time and place as determined by the Board of Directors. Special meetings may be held on call of the Board of Directors or upon the written request of fifteen (15) members of the Association. Notice of all meetings shall be given by mail to all members at least three (3) days in advance of the dates set for such meetings. The Board of Directors may change the date of any meeting when in its judgment the best interests of the Association may be served thereby.

Article 11

Quorum

Fifteen (15) members shall constitute a quorum at all meetings of the Association. Five (5) members of the Board of Directors shall constitute a quorum at all meetings of the board. Any number shall constitute a quorum at meetings of the Association or Board of Directors for the purpose of adjournment.

Article 12

Constitutional Amendments

The Constitution of this Association may be amended by a two-thirds vote of the members present at any meeting, provided notice of such amendment shall be submitted to the members of the Association in the call for such a meeting.

Article 13

By-Laws

The Association may adopt By-Laws not inconsistent herewith by amendment by a majority of the Association present at any meeting.

BY-LAWS

Article 1

Order of Business

The order of business of the Association Board shall be:

- Reading of Minutes
- Reports of Officers
- Reports of Standing Committees
- Reports of Special Committees
- Unfinished Business
- New Business
- Adjournment

Article 2

Membership

Applications for membership shall be presented to the Secretary and / or the Treasurer who shall report the same to the Board of Directors who will confirm eligibility of the applicant and convey it's findings to the Association at any regular or special meeting.

Article 3

Committees

Standing Committees shall be considered, but not limited to as follows:

- Educational
- Entertainment
- Finance
- Auditing
- Membership

The Association may from time to time establish or abolish Standing Committees when such action is deemed desirable.

Article 4

Expenditures

No financial obligation shall be incurred on behalf of the Association nor shall the Association embark upon a course of action which would lead to the incurring of such financial obligations, nor shall any of the Association's funds be expended except on the authority of the Board of Directors, provided, however, that the Board of Directors may authorize the Treasurer to make current expenditures incidental to expenses that occur at meetings of the Association, postage and the like, in order that the work of the Association may be facilitated.

Article 5

Meetings

Regular Association meetings / events will convene a minimum of 9-times per year on the 3rd. Wednesday of the month with the exception of special events or circumstances. Notification of meetings or events will be provided to the membership in a timely manner.

All meetings of the Association; a majority vote shall determine all questions, unless specifically provided for.