CODE OF BYLAWS

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IMTA
INDIANA MOTOR TRUCK ASSOCIATION
SINCE 1934

ARTICLE I

Identification

Section 1.1. Name
The name of the corporation is Indiana Motor Truck Association, Inc. (herein after referred to as the "Association"). The Association is doing business under and by virtue of the Indiana-Not-For-Profit Corporation Act of 1971. (IC 23-7-1.1)

Section 1.2 Affiliations
The Association is affiliated with the American Trucking Associations, Inc. and may become affiliated with such city, state or national trade associations as the Board of Directors shall determine from time to time.

Section 1.3 Principle Office and Resident Agent
The Executive Committee shall have authority to change the address of the principle office of the association and its resident agent as long as the offices remain in Indiana.

ARTICLE II

Purpose

To serve the combined interests of the Motor Carrier Industry; to enhance the industry's image, efficiency, productivity and ability to compete; to promote highway safety; provide educational programs; and to promote and protect the interests of our membership through government relations activities.

ARTICLE III

Membership

Section 3.1. Eligibility
Any person, firm, partnership or corporation:

a) Operating motor vehicles for transportation of property or persons for hire, or for transporting their own property, or
b) Engaging in distribution/warehousing operations, or
c) Operating as a non-asset based broker or logistics provider, or
d) Engaging in an allied or related business or industry providing services to the motor carrier industry.

Section 3.2. Applications for Membership
Application for membership in the Association shall be made by the applicant in such form as may be established by the Executive Committee and approved by the Board of Directors, and shall be accompanied by applicable membership dues, as determined by the Executive Committee.

Section 3.3. Classes of Membership
There shall be but one class of membership.

Section 3.4. Divisions
Membership in the Association shall be divided among the following natural divisions of the industry:

1. Allied Industry Division
    a. The Members of this division shall consist of any person, firm co-partnership or corporation providing services to the motor carrier industry.
2. Other Divisions
    a. Other divisions may be added by the Board of Directors of the Association, and members may be reclassified in one or more of such divisions. No member shall vote or hold office in more than one division.

Section 3.5. Voting Rights
Each member of the Association shall be entitled to one vote at all annual and special meetings of the Association and each member of each division shall be entitled to one vote at all division meetings of the Association. Members may vote at all meetings either in person or by proxy, executed in writing by such member of his or her duly authorized proxy tendered to the President of the Association. No proxy shall be valid after eleven (11) months from the date of its execution unless a longer time is expressly provided therein.

Section 3.6. Dues
a) The annual dues of members, and the time and manner of payment, shall be determined from time to time by the Executive Committee.
b) The membership of any member who is in arrears ninety (90) days or more in the payment of dues may be terminated by action of the President.
c) No member of the Association, whose dues are unpaid as of the date of any annual or special meeting of the members, shall be entitled to vote at such meeting.
d) In the case of common ownership of a non-asset based broker or logistics provider associated with an asset based carrier, the required dues shall default to the carrier dues amount with a minimum being the allied member dues amount.
e) In the case of a non-asset based broker or logistics provider not owned by or associated with an asset based carrier, the required dues amount shall default to the carrier dues amount based on: (1) total revenues for a company based in Indiana, and (2) total revenues for shipments originating in Indiana for a company based outside of Indiana.

Section 3.7. Restriction of Assessments
Members shall not be subject to involuntary assessments without their consent.

Section 3.8. Termination of Membership
a) Any member may resign from the Association by notifying the Chairman, Secretary or President of the Association in writing or via e-mail.
b) The membership of any member may be terminated for good cause shown by a vote of two-thirds (2/3) of the Executive Committee present at any annual or special meeting.

ARTICLE IV

Administration of Divisions

Section 4.1. Annual Meeting
Each division shall hold its annual meeting at the time of the annual meeting of the Association and may hold other meetings from time to time for the transaction of any business consistent with the general purposes of the Association.

Section 4.2. Election of Officers
The members of each division, at the annual meeting of such division, shall elect a Chairman, a Vice-Chairman and a Secretary from among the members of such division.

Section 4.3. Election to the Board
Each division shall also elect at its annual meeting from its membership two (2) persons to serve as members of the Board of Directors of the Association.

Section 4.4. Vacancies
Upon the death, resignation or incapacity of the Chairman, the Vice-Chairman shall succeed to that office during the remainder of the term.

ARTICLE V

State-Wide Councils

Section 5.1. Establishment
The Executive Committee may establish councils of the Association for any specialized field of endeavor involving the trucking industry.

Section 5.2. Operations
Each council shall be free to elect its own officers, and carry on functions pertinent to its particular interest as long as its activities are consistent with the policy of the Association. All members of councils must be members of the Association.

Section 5.3. Name
A council may be designated by any name it selects. Each council will be identified as "_____ Council of the Indiana Motor Truck Association, Inc." and each council will use that designation on its stationary and all printed matter.

Section 5.4. Withdrawal
Authorization of a council may be withdrawn upon the vote of the Executive Committee at any meeting at which a quorum exists.

ARTICLE VI

Board of Directors

Section 6.1. Function
The affairs of the Association shall be managed by the Board of Directors, who shall have full power to manage the business of the Association except as such authority shall be limited by the Article of Incorporation or Code of By Laws or properly delegated to others.

Section 6.2. Eligibility
A person may be a member of the Board of Directors who is a member of the association, or an officer, director, owner, partner, or designee of an officer, director, owner, or partner of a member organization.

Section 6.3. Number and Composition
The Board of Directors shall consist of the following persons:

(a) Members of the Executive Committee.

(b) Two (2) representatives from each natural division of the industry as specified in Section 3.4 shall be elected by the members of each such division at the annual meeting held concurrently with the annual meeting of members of the Association.

(c) Twenty-four (24) members nominated by the Nominating Committee and approved by a majority of the members of the Board of Directors attending the annual meeting of the Association.

(d) The Vice President to the American Trucking Associations, Inc., (ATA) and the alternate Vice President to the ATA.

(e) Board members at-large may be appointed by the Chairman with the approval of the Executive Committee. The number of Board members at-large shall be no more than 25% of the Board. Appointments may be made at any time. The Chairman shall notify the secretary of appointments.

(f) The Chairman may appoint active past chairmen with the approval of the Executive Committee.

Section 6.4. Term of Office
Each director shall serve for a term of one year, commencing at the annual meeting of the members of the Association and shall continue in office until the annual meeting of the following year or until their successors take office. Incumbent directors shall be eligible for re-election.

Section 6.5. Vacancies
Vacancies occurring on the Board of Directors caused by resignation, death, removal or other incapacity shall be filled at the discretion of the Chairman.

Section 6.6. Removal
Any member of the Board of Directors may be removed, for cause, at a meeting of the Executive Committee, called expressly for that purpose, by a vote of majority of the Executive Committee members.

ARTICLE VII

Officers and Agents of the Association

Section 7.1. Number of Officers
The officers of the Association shall be the Chairman of the Board, First Vice Chairman, Second Vice Chairman, Secretary, Treasurer, and such additional officers as the Board of Directors may by resolution designate from time to time.

Section 7.2. Election, Term of Office, and Qualification
Officers shall be elected for a term of one year by the Board of Directors at its annual meeting. All officers shall take office commencing at the annual meeting of the members of the Association and shall continue in office until the annual meeting the following year or until their successors take office. Upon retiring from office, all officers shall deliver to their successor's any and all monies, accounts and all property belonging to the Association.

Section 7.3. Nominations of Officers
A Nominating Committee shall submit to the annual meeting of members a list of candidates for office for approval or disapproval by the members. Nominations may also be made from the floor. The names of such nominees shall be submitted to the Board of Directors at its annual meeting immediately following the annual meeting of members and the Board of Directors shall elect the officers from such list of nominees.

Section 7.4. Vacancies
In the event the office of Chairman of the Board becomes vacant by death, resignation, retirement, disqualification or any cause, the First Vice Chairman shall automatically succeed to that office. If the office should thereafter become vacant, the Second Vice Chairman shall become Chairman of the Board. Any other offices, which become vacant, shall be filled by majority vote of the Board of Directors and the person so elected shall hold office and serve until the next annual meeting of the Board of Directors.

Section 7.5. Chairman of the Board
The Chairman of the Board shall be elected as provided in Section 7.2. The Chairman shall not be eligible to succeed himself. The Chairman of the Board shall preside at all the meetings of the Board of Directors and the Executive Committee. The retiring Chairman of the Board shall be designated as Past Chairman and shall thereafter be entitled to serve upon the Board of Directors as specified in Section 6.3.

Section 7.6. President
A President shall be employed by the Executive Committee, subject to the approval of the Board of Directors. The termination of employment of the President is the sole responsibility of the Executive Committee. The President shall be the Chief Executive Officer of the Association and shall perform such duties as are delegated to him by the Executive Committee. The salary and any increase of the salary of the President shall be recommended by the Presidential Performance Review Committee, subject, where required, to the approval of the Executive Committee.

Section 7.7. First Vice Chairman and Second Vice Chairman
The First Vice Chairman and the Second Vice Chairman respectively shall assist the Chairman of the Board and shall perform such duties as may be assigned to them by the Board of Directors, Executive Committee, or the Chairman. In the event the Chairman of the Board is unable to preside at a meeting of the Board of Directors, or the Executive Committee, the First Vice Chairman shall preside in his absence.

Section 7.8. Vice President to the American Trucking Association, Inc. (ATA) & Alternate VP to the ATA
The Vice President to the ATA shall represent the interests of the Association on the ATA Board of Directors and Executive Committee and perform all duties and responsibilities of this office to which he or she is elected. The Alternate Vice President to the ATA shall serve in the capacity of Vice President in the absence of the Vice President to the ATA and shall assume the same duties and responsibilities. The term of the Vice President to the ATA and the Alternate Vice President to ATA shall be limited to not more than three (3) consecutive one-year terms for each office. The Vice President and Alternate Vice President to the ATA must be members in good standing with the ATA.

Section 7.9. Secretary
The Secretary shall attend all meetings of the members, Board of Directors, and Executive Committee and shall serve as Secretary of such meetings. The Secretary shall record all votes and the minutes of all proceedings of such meetings, and shall give or cause to be given all notices of such meetings. The Secretary shall perform such other duties as are normally incumbent upon that office. In the absence of the Secretary, the Chairman may appoint a staff member to perform the duties of Secretary.

Section 7.10. Treasurer
The Treasurer shall be the chief fiscal officer of the Association and shall keep correct and complete records of account reflecting the financial condition of the Association. The Treasurer shall perform such other duties as are normally incumbent upon that office. The Treasurer does not progress through the chairs to the position of Association Chairman.

Section 7.11. Delegation of Authority
In the event of the absence of any officer of the Association, or any reason that the Board of Directors may deem sufficient, the Board of Directors may transfer or delegate the powers or duties of any officer to any other officer for such a length of time as the Board shall determine.

Section 7.12. Vice President at Large – Emeritus
Vice President at Large-Emeritus - The Board of Directors may confer Emeritus Status upon individuals deemed deserving of special recognition in honor of the person's longstanding contributions and service to the IMTA. A person holding emeritus status shall serve as an ex-officio Director and will abstain from voting but they will be welcome at all meetings encouraged to participate in discussions. They may serve on any committee as appointed by the Chairman of the Board. Vice Presidents at Large-Emeritus may retain such status unless the Board of Directors, by a majority vote should declare such status terminated or until such time as the Vice President at Large Emeritus notifies the Board of Directors of his/her resignation from such position.

ARTICLE VIII

Committees

Section 8.1. Executive Committee
The Executive Committee shall consist of the Chairman of the Board, First Vice Chairman, Second Vice Chairman, Secretary, Treasurer, Immediate Past Chairman, Vice President to the ATA, Alternate Vice President to ATA, and six (6) active past Chairmen of the Board appointed by the Chairman of the Board (provided his appointments shall not result in a member organization having more than one person on the Executive Committee), Chairman of the Allied Industry Division, Chairman of the Future Leaders of Indiana (FLI), the Chairman of the Trucking Industry Political Action Committee (TIPAC) and as many as five (5) members at large. Appointments of the six (6) Past Chairmen of this Committee shall be made by the Chairman no later than thirty (30) days following the annual

meeting of the members of the Association. The Members at-large may be appointed by the Chairman at any time during the term of office. The Chairman shall notify the Association's secretary of these appointments. All Executive Committee meetings are to be presided over by the Chairman.

Section 8.2. Authority of Executive Committee
In the interim between meetings of the Board of Directors, the Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Association, but this delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors or any member of the Board of Directors of any responsibility otherwise imposed by this Code of By Laws or by law.

Section 8.3. Nominating Committee
The Nominating Committee of the Association shall consist of the Chairman of the Board, and all active past Chairmen. The immediate Past Chairman of the Board shall preside over all meetings of the Nominating Committee.

Section 8.4. By Laws, Planning and Policy Committee
The Chairman of the Board shall appoint the Committee consisting of the Immediate Past Chairman, four (4) additional members of the Executive Committee and the Chairman of the TIPAC Committee. The Chairman of the Board shall serve as an ex officio member of the Committee, and he/she will appoint the Chairman of the Committee. The Committee will report its recommendations to the Executive Committee for approval.

Section 8.5. Presidential Performance Review Committee
The Committee shall be appointed and confirmed by the Bylaws, Planning and Policy Committee Chairman. The Committee will be comprised of five (5) people and will consist of the Chairman of the Bylaws, Planning and Policy Committee, past year Chairman, current Chairman, Treasurer and one at-large appointment from the Executive committee.

President Responsibilities: The Committee will require the President to complete the Performance Objectives and Results form along with the Presidential Evaluation Questionnaire and submit the completed form to all Committee members and furnish to or direct attention to, the Committee all material the President considers significant for the Presidential evaluation.
Presidential Performance Review Committee Member Responsibilities: Each Committee member shall review all of the material and complete the Presidential Evaluation Questionnaire. They will send their completed questionnaires to the Committee Chairman, who will summarize the results. The Committee will meet prior to the review with the President to discuss the consensus information and identify strengths, weaknesses and discussion points regarding individual and association goals. The committee will then meet with the President to discuss the summary consensus review and any compensation changes.
Compensation Decisions: The Review Committee has exclusive responsibility for discussing and determining the amount of compensation for the President. The Committee is allowed to reward the President up to a maximum of 4.0% of base salary increase during each annual review. The committee is allowed to reward a maximum of 10% of base salary as a bonus for meeting performance goals during each annual review. Any compensation above the percent indicated in each category, or additional benefits, must be approved by the Executive Committee with a quorum being present to vote and approve.

Due to the extreme confidentiality of the Presidential Evaluation Report, the report will remain in the personnel file of the Chairman of the Committee, and the file will be passed on to his/her successor to maintain the confidentiality of the information therein.

Section 8.6. Other Committees
The Chairman of the Board shall appoint such other committees, and the chairpersons and members, as he shall deem advisable in order to carry out effectively the purposes of the Association. The Chairman of the Board shall also appoint such committees as shall be directed by the Board of Directors or the Executive Committee.

ARTICLE IX

Meetings

Section 9.1. Members

a) Annual Meeting. An annual meeting or convention of the members of the Association shall be held annually by the Association at the time and place determined by the Board of Directors or Executive Committee and specified in the respective notices thereof. Failure to hold any annual meeting at the designated time shall not work any forfeiture or dissolution of the Association.
b) Special Meetings. Special meetings of members may be called by the Chairman of the Board, by a majority of the Board of Directors, or by written petition signed by not less than one-tenth (1/10) of all members authorized to vote by the Articles of Incorporation of the Association.
c) Notices of Meetings. A notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose for which a meeting is called, shall be sent by the Secretary, President, or by the officer or person calling the meeting to each member of record entitled to vote at that meeting, at the address which appears on the records of the Association at least ten (10) days before the date of the meeting. All meetings of the members, Board of Directors, or Executive Committee of the Association shall be held at such place within or without the State of Indiana as may be specified in respective notices.
d) Quorum. The members present at any meeting of the membership either in person or by proxy shall constitute a quorum for the transaction of business, except as otherwise provided by law.
e) Voting Lists. There shall be kept at all times at the office of the Association a complete and accurate list of all members entitled to vote by the Articles of Incorporation which may be inspected by any members for any proper purpose at any reasonable time.

Section 9.2. Board of Directors

a) Annual Meetings. An annual Board of Directors meeting shall be held each year immediately following the annual meeting of the members of the Association, at the place where such meeting of the members is held, for the purpose of organization, election of officers, and consideration of any other business that may properly be brought before the meeting. No notice shall be required for this meeting.
b) Special Meetings. In addition to the annual meeting, the Board of Directors shall meet at least one other time each year. Such meeting, together with any other special meetings, shall be held upon call by the Chairman of the Board or upon written request of not less than one-third (1/3) of the membership of the entire Board of Directors, which request shall set forth the business to be conducted at such meeting.
c) Notice of Meetings. Notice of all special meetings of the Board of Directors shall be given to the members at least three (3) days prior to the date of such a meeting. Notice of any meeting of the Board of Directors may be waived in writing filed with the Secretary by any board member if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place of the meeting. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice of that meeting.

d) Quorum. A quorum of the Board of Directors at any annual or special meeting of the Board of Directors shall be one-third (1/3) of the duly qualified members of the Board of Directors then occupying office.

Section 9.3. Executive Committee

a) Call, Notice and Quorum. The Executive Committee shall meet upon call by the Chairman of the Board. Notice shall be given by the best practical method at least two (2) days prior to the date of the meeting to the usual business or residence address of the committee member as shown on the records of the Association. A simple majority of the members of the Executive Committee shall constitute a quorum.
b) Action without Meeting. Questions requiring decision by the Executive Committee may be submitted to vote between meetings of the Executive Committee or Board of Directors. Action authorized by a vote of the majority of the members of the Executive Committee by mail ballot, email vote or conference call vote, shall be sufficient authority for any action or inaction so authorized and shall protect the officers of the Association provided, however, that any action or inaction authorized shall be subject to a review at the next meeting of the Executive Committee or Board of Directors.

Section 9.4. Rules of Procedure

The Board of Directors may prescribe rules of procedure not inconsistent with the provisions of the Code of By Laws for meetings of the members, Board of Directors, and Executive Committee, but in the absence of any such rules of procedure, all meetings shall be governed by Robert's Rules of Order Revised.

ARTICLE X

Amendment

The power to make, alter, amend or repeal the Code of By Laws is vested in the Board of Directors, which power shall be exercised by affirmative vote of two-thirds (2/3) majority of the members present in any meeting of the Board of Directors at which a quorum exists.