

The Toledo Transportation Club of Toledo, OH

Constitution and By-Laws

Amended As Of April 1, 1993

ARTICLE I

PURPOSE

The purpose of this corporation as stated in its Certificate of Incorporation is:

- **First** - To promote friendship and understanding among its members and enlarge the acquaintance of persons engaged in Physical Distribution and Transportation.
- **Second** - To lend effort which will result in better understanding of traffic and transportation by its members and an appreciation of the importance thereof in the business life of our city and country.
- **Third** - To maintain cordial relations with other similar clubs and any national association thereof.

ARTICLE II

MEMBERS

Section 1. Memberships shall consist of five classes, viz., Resident, Non-Resident, Honorary, Life and Inactive.

Resident memberships are extended to eligible persons residing in Toledo and in adjacent communities as defined by the Trustees. Non-Resident memberships are extended to eligible persons residing in places other than Toledo and adjacent communities. Honorary and Life memberships are bestowed at the direction of the Trustees. Retired members who have served five (5) years or more as an officer and/or committee persons are eligible for Honorary membership. All dues shall cease while on the honorary list.

Retired members with five (5) years membership are eligible for Life membership. Inactive memberships will include transfers from Resident and Non-Resident memberships at the discretion of the Trustees, while such members are in service of our country or for other valid reasons.

Section 2. Membership. Any person engaged in the disciplines of and associated with transportation and physical distribution is eligible for membership.

Qualification for membership on the proper form must be signed by a member in good

standing and must be accompanied by an initiation fee of \$5.00 plus \$3.00 per month (for resident member) and \$2.00 per month (for non-resident member) to the next July First. Life members \$1.00 per month to next fiscal date. All applications must be presented to the Trustees for approval or denial. If approval is denied, all money will be refunded by the Club Treasurer. Club membership will belong to the individual, not his Company, and it shall be the responsibility of the member to maintain the membership in good standing.

Membership in this Club is transferable only by the action of the Board of Trustees when accompanied by a transfer fee of \$5.00.

Section 3. Cancellations

The Trustees shall have the right to cancel memberships for non- payment of dues or for other valid reasons when in their opinion such is deemed advisable.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meeting

An annual meeting of the members shall be held in May of each year for the purpose of electing trustees and for the transaction of such other business as may come before the meeting.

Regular meetings of the Club shall be held once each month, excepting those months in which a Club functional activity is scheduled, at such time and place as may be determined by the Board of Trustees. The Secretary shall cause a notice to be sent to the membership at least (14) days prior to the meeting.

Section 2. Special Meetings

Special meetings of the members may be called either by the President, the Board of Trustees, or 3 or more of the members.

Section 3. Place of Meeting

The Board of Trustees may, from time to time, designate any place, either within or without the State of Ohio, as the place of meeting for any annual meeting or for any special meeting of members.

Section 4. Notice of Meetings

Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail to each member entitled to vote at such meeting, not less than fourteen (14) nor more than forty (40) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the persons calling the meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States Mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. Any member may waive notice of any meeting. Any meeting shall be deemed to be validly called at which all of the members are present.

Section 5. Quorum

The members present at any meeting shall constitute a quorum at such meeting.

ARTICLE IV

BOARD OF TRUSTEES

Section 1 General Powers

The affairs of the corporation shall be managed by its Board of Trustees.

Section 2. Number, Tenure and Qualifications

The Board of Trustees shall be elected at the annual May meeting and shall be composed of the following:

President	Two Year Term
First Vice President	Two Year Term
Second Vice President	Two Year Term
Secretary-Treasurer	Two Year Term
Immediate Past President	Two Year Term

and

Eight (8) individuals from the Resident, Honorary or Life group elected by the membership. Trustees elected for two-year term shall hold office until their two-year term expires and their successor trustees shall have been elected and qualified. The retiring President and Club Officers shall be ex-officio members of the Board of Trustees. Section 3. Regular and Annual Meetings. A regular annual meeting of the Board of Trustees shall be held without other notice than by this By-Law, immediately after and at the same place as the annual meeting of members. The Board of Trustees may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings

Special meetings of the Board of Trustees may be called by or at the request of the President or three (3) or more of the trustees. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Ohio as the place for holding such special meeting. Except as otherwise provided by the Constitution and By-Laws, Robert's Rules of Order shall govern all meetings of the board of Trustees or of the Club.

Section 5. Notice

Notice of any special meeting of the Board of Trustees shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or telegram to each trustee at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless

specifically required by law or by these By-Laws.

Section 6. Quorum

A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the trustees are present at said meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

Section 7. Vacancies

The Board of Trustees may fill any vacancy among the officers or Board of Trustees including the Presidency, by a majority vote of those present at a meeting of the Board of Trustees, said appointee to serve the unexpired term of his predecessor in office.

Section 8. Compensation

Trustees as such shall not receive any stated compensation for their services, but by resolution of the Board may be reimbursed for their expenses of attendance at meetings of the Board.

Section 9. Other committees

Standing Committees shall be as follows:

Entertainment	Publicity
Golf	Auditing
Membership	Blood Bank
Ticket	Welfare
Job Placement	Honorary/Life Membership
Education	

Other standing committees shall be appointed by the President and shall serve during his term of office, unless otherwise ordered by the Board of Trustees. Their duties shall be those usually lodged with such committees.

Special committees - the President shall from time to time, when necessary for the good of the Club, appoint special committees with specific assignments. Special committees' duties will not extend beyond any annual meeting.

ARTICLE V

OFFICERS

Section 1. Officers

The officers of the corporation shall be President, a First Vice President, a Second Vice President and a Secretary-Treasurer.

Section 2. Qualification and Term of Office

The officers of the corporation shall be members and shall be elected annually by the membership at the regular annual meeting, except that election of the office of Secretary-Treasurer shall be held biennially. Vacancies may be filled or new offices created and filled at any meeting of the Board of Trustees. Each officer shall hold office

until his successor shall have been duly elected and shall have qualified.

(A) The Board of Trustees shall, at the regular March meeting, appoint a nominating committee consisting of five Resident, Honorary or Life members, none of whom shall be an officer. Such nominating committee shall report a list of candidates for officers and the Board of Trustees to be elected at the annual meeting, all of who must be Resident members, or an Honorary, or Life member from the Resident group. Consent of all nominees must be obtained by the Secretary.

(B) Any group of not less than fifteen (15) members in good standing may nominate special tickets of Resident, Honorary or Life members as candidates for any vacancy, or vacancies, differing in whole or in part from the ticket presented by the nominating committee, by signing such special tickets and forwarding to the Secretary at least twenty (20) days prior to the annual meeting.

(C) When the time has expired within which nominations may be made, the Secretary shall cause all names of duly nominated candidates to be printed on one ballot in the order of nominations as submitted by the nominating committee, and immediately following such list shall appear the candidates nominated by special ticket, if any. Classification of candidates, number of years of committee work, and chairmanships served shall be shown on the ballot. A copy of such ballot shall be mailed to each member of the Club entitled to vote, at least seven (7) days before the annual meeting.

(D) At the annual election of officers and Board of Trustees, only members in good standing will be permitted to vote. The polls shall be opened at the place designated by the Board of Trustees for a minimum of two (2) hours, closing at 6:00 p.m. Ballots may be presented to the Election Board during the stated time period. Any member desiring to vote by mail may do so by placing his ballot in a sealed envelope on which shall appear the word "BALLOT". This shall then be placed in another envelope on which the voters name and affiliation must be shown. This mailed ballot must be in the hands of the Secretary on or before Noon of the date of the annual meeting.

(E) At least five (5) days prior to the annual meeting, the President shall appoint not less than two (2) Resident, Honorary or Life members of the Club to serve as the Election Board. It shall be the duty of the Election Board to count and tabulate the ballots and report to the membership at the annual meeting the names of the candidates elected to office.

(F) The terms of office of President, Vice President and Second Vice-President shall be for two (2) years and for the members of the Board of Trustees two (2) years; however, at each annual election, there shall be four (4) members of the Board of Trustees elected for a term of two (2) years.

Section 3. Duties of Officers

The duties of the officers shall be as follows:

(A) The President shall preside over all meetings of the Club and all meetings of the Board of Trustees. It shall be his 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. The President or Vice-President shall, together with the Secretary, sign all contracts and written obligations of the Club formally approved by two-thirds of the members of the Board of Trustees.

(B) The President shall, subject to confirmation by the Board of Trustees appoint all standing committees and such special committees as are authorized by the Constitution.

(C) In the absence of the President, the Vice-President shall preside. In case of the temporary absence or disability of both the President and Vice-President, the Second Vice-President shall preside.

(D) The Secretary-Treasurer shall conduct all correspondence of the Club, issue notices of meetings, keep the roll of the members, furnish information on call of the committees, keep and preserve a record of the proceedings of the Club and its Board of Trustees, and of all meetings the record of which shall be deemed advisable by the club or the Board of Trustees. He shall notify members of their nomination and election, and appointment on committees, receives all dues of members and other funds of the Club. The Secretary-Treasurer shall have custody of all funds of the Club and shall invest or disburse such funds according to the instruction and direction of the Board of Trustees.

(E) The Secretary-Treasurer shall be bonded for a sum to be determined by the Board of Trustees, but not less than Three Thousand Dollars (\$3,000.00) conditioned for the faithful performance of his duties and for the faithful accounting of all funds of the club that may come into his hands. The premium fee for such bonds shall be paid by the Club.

(F) The Secretary-Treasurer shall receive for his services a salary in an amount to be fixed by the Board of Trustees.

(G) The Secretary-Treasurer shall submit at each annual meeting a detailed statement of receipts and expenditures. He shall also furnish such information relative to the affairs of the Club as the Board of Trustees may require or direct.

(H) The Secretary-Treasurer shall also perform such other duties as are incident and necessary for the proper control of his office.

ARTICLE VI

CONTRACTS. CHECKS. DEPOSITS AND FUNDS

Section 1. Contracts

The President or Vice President shall, together with the Secretary-Treasurer sign all contracts and written obligations of the Club formally approved by two thirds of the Board of Trustees.

Section 2. Checks. Drafts. etc.

All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by the President or Vice President and Secretary- Treasurer and in such a manner as shall, from time to time be determined by resolution of the Board of Trustees.

Section 3. Deposits

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 4. Gifts

The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VII

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII

DUES

Club Dues Shall Be:	Resident	\$45.00
	Non-Resident	\$35.00
	Student	\$25.00
	Life	\$5.00

Dues shall be payable annually, in advance. July First shall be considered the fiscal due date. New members shall pay at a rate of \$3.00 per month for Resident, and \$2.00 per month for Non-Resident. Life members \$1.00 per month to next fiscal date.

(A) Notice of said dues shall be mailed to each member by the Secretary and all dues shall be collected by him.

(B) Any member whose dues are not paid, or mailed, by July 1, of the fiscal year, shall not be permitted to vote, or serve the Club in any manner. Any member who remains delinquent for ninety (90) days may, at the option of the Board of Trustees, be suspended from membership.

(C) A member suspended for non-payment of dues may be reinstated by payment of back dues for the year of suspension, plus dues for the current year, plus payment of a reinstatement fee of \$5.00.

ARTICLE IX

SEAL

Pursuant to section 1701.13, Ohio Revised Code, no seal is adopted by this corporation and no seal shall be required on any instrument.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the Non-Profit corporation Law of Ohio or under the provisions of the Articles of Incorporation by the By-Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

AMENDMENTS TO BY-LAWS

This Constitution and By-Laws of the Club may be amended at any regular meeting of the Club by a vote of two-thirds (2/3) of the members present, provided the proposed amendments have been submitted in writing at the previous business meeting of the Club, and published In the first subsequent Issue of the club monthly publication or a copy mailed to each member at least one (1) week prior to the meeting at which same is to be considered.