

Illinois Movers Tariff Bureau, Inc.

By-Laws

ARTICLE I -- NAME

The name of this corporation is "ILLINOIS MOVERS TARIFF BUREAU, INC."

ARTICLE II -- PURPOSE

Section 1. The purposes for which the corporation is organized are to conduct a general tariff bureau offering advice, service, and aid concerning transportation and tariff matters to movers of the State of Illinois; to educate movers on matters affecting tariffs and regulatory laws; to promote the mutual improvement and advancement of movers; to investigate, analyze, compile and make recommendations with respect to the establishment, revision, and change of tariffs, regulations, and practices for itself and its members; and, as agent for its members to compile, issue, and file tariffs and schedules of such charges, regulations and practices; to do all other things usual in a tariff bureau consistent with the above and consistent with any legal rights and in strict compliance with state and federal laws.

Section 2. This bureau is not organized for pecuniary profit; and no part of the net earnings of the Bureau shall inure to the benefit of any member or individual; and the Bureau shall not make any distribution of money or property to any of its members, nor shall directors or elected officers receive any compensation for their services.

ARTICLE III -- MEMBERSHIP

Section 1. Membership in the Bureau is limited to members in good standing of the Illinois Movers' & Warehousemen's Association, providing they are licensed by the State of Illinois as movers.

Section 2. Each Bureau member shall be entitled to only one vote.

Section 3. Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination shall be violation of the bylaws or any lawful rule or practice duly adopted by the Bureau, or any other conduct prejudicial to the interests of the Bureau. Proceedings for suspension or expulsion may be instigated by Hearing Committee, so designated by the President, provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least twenty (20) days before hearing thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Hearing Committee, at which charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon. Should the suspension or expulsion be recommended at this meeting, it shall be appealed to the full Board of Directors.

ARTICLE IV -- BOARD OF DIRECTORS

Section 1. The affairs of this bureau shall be conducted by a Board of Directors, hereinafter referred to as "the Board," to be elected as provided in this Article.

Section 2. This Article organizes the Board of this bureau so that all geographical areas of the State of Illinois will be represented.

Section 3. The Board of this bureau shall consist of a minimum of **nine (9)** member directors up to a maximum of **fourteen (14)** member directors, apportioned throughout the State of Illinois as outlined below:

- a) District 1, represented by four (4) two (2) directors, will consist of all counties south of a line consisting of and including the counties of Adams, Pike, Morgan, Sangamon, Macon, Piatt, Champaign, and Vermillion.
- b) District 2, represented by two (2) directors, will include the counties north of District 1 and bounded on the north by and including the counties of Jo Daviess, Stephenson, Ogle, Lee, LaSalle, Kendall, Will, and Winnebago.
- c) District 3, represented by five (5) directors, will consist of the counties of, Boone, McHenry, Lake, DeKalb, Kane, Cook, and DuPage.
- d) At least one-half the number of directors in each district will be elected from among members within the geographic boundaries of the district. The remaining positions may be elected from among members within the geographic boundaries of the district, or they may be “at large” members from any other district.

Section 4. Nomination, Election, Removal of Directors.

- a) At the Board Meeting which is held immediately following the Annual Membership Meeting, the President shall appoint a committee to nominate a slate of candidates for election to the Board at the next Annual Membership Meeting.
- b) Sixty (60) days prior to the Annual Membership Meeting, the nominating committee shall notify the entire membership in writing by mail or electronic

transmission its nominations for district director or directors. Within thirty days thereafter, additional nominations can be made by the membership of any district by forwarding to its nominating committee a petition signed by ten (10) members.

- c) A ballot shall be submitted in writing by mail or electronic transmission to each active member not less than fifteen (15) days prior to the Annual Membership Meeting. Such ballot shall list alphabetically the names of all nominees, under headings designating the directorship for which they were nominated. Ballots may then either be voted at the Annual Membership Meeting or submitted in writing by mail or electronic transmission to the Association office or other designated address. Results will be announced at the Annual Membership Meeting.
- d) Directors shall be elected only by the members from the district they are to represent.
- e) The term of all directorships shall be two years, and the terms of office shall be rotated so that at each Annual Meeting there need be elected only one-half the total number of directors, provided that additional directors may be elected to fill vacant, unexpired terms.
- f) Directors-elect shall take office at the close of the Annual Membership Meeting at which they are elected.
- g) If any director shall be guilty of neglect or refusal to perform Board duties, or of misconduct in the performance of such duties, such director shall be notified in writing by the Board of the charges or complaint and shall appear before the Board and be given a hearing at a time and place fixed by the Board, said notice to be given at least two (2) weeks prior to such meeting. Such director shall have privilege of appearing by counsel. By a two-thirds vote of the

members of the Board such director may be removed from office.

- h) **Absences.** The Executive Director will send a written reminder to any director who is absent from any two consecutive Board meetings. Any director who is absent from three consecutive board meetings will be considered to have automatically tendered resignation from the Board of Directors. Any director who is removed for non-attendance may request reinstatement by submitting a written request to the Executive Committee. A majority vote of the Executive Committee is required for the reinstatement.
- i) A vacancy caused by the death, resignation, or removal of any director may be filled by the Board for that portion of the unexpired term prior to the next Annual Membership Meeting.
- j) If the out-going president is leaving the Board due to an expired term, and provided said person is not re-elected to a Board position, said person may be invited, at the President's discretion, to serve as director-at-large for one year without vote.

Section 5. There shall be appointed by the President, immediately following his/her election, a standing tariff committee. The Committee will be appointed in a manner to assure that a combination of each of the Bureau tariffs is represented. Each tariff will be entitled to one vote on policy decisions. The Committee appointments will expire with the term of the president making the appointment. The president will serve as chairman of the committee. The duties and responsibilities of this committee will be as set forth in the Rules of Tariff Procedures of the Illinois Movers Tariff Bureau, Inc.

ARTICLE V -- OFFICERS

Section 1. Officers of the Bureau

- a) The officers of this bureau shall be a president, vice president, secretary, and treasurer.
- b) By order of the Board, the offices of Secretary and Treasurer may be combined.

Section 2. Election of Officers:

- a) The officers of this bureau shall be elected by the Board from among their members at the regular Board Meeting immediately following the Annual Membership Meeting.
- b) All officers shall hold office until the Board Meeting immediately following the next Annual Membership Meeting.

Section 3. Duties of Officers: The duties of the elective officers shall be such as their titles by general usage would indicate, and such as may be assigned to them, respectively, by the Board from time to time, and such as required by law.

Section 4. Resignation, Removal, or Disability:

- a) If any officer shall be guilty of neglect or refusal to perform the duties of office, or a misconduct in the performance of such duties, the officer shall, upon complaint submitted in writing to the Board be notified in writing by the Board of the charges or complaint and shall appear before the Board and be given a hearing at a time and place fixed by the Board, said notice to be given at least two (2) weeks prior to such meeting. Such officer shall have the privilege of appearing by counsel. By a two-thirds vote of the members of the Board such officer may be removed from office.
- b) In the case of the absence or disability of any officer, such office may be supplied by a pro tempore appointment of the President, or if the President and Vice President become absent or disabled, by the

Board; and the person filling such pro tempore appointment shall have all of the powers, privileges, and responsibilities of the regular incumbent. If the regular incumbent returns or recovers from disability, said incumbent shall be entitled to serve as before.

- c) A vacancy caused by the death, resignation, or removal of any officer may be filled by the Board for the unexpired term of such office.

ARTICLE VI -- INDEMNIFICATION OF OFFICERS, DIRECTORS, AND EXECUTIVE DIRECTOR

Each director, officer, employee, or a former director, officer, or employee of this bureau, or any person who is serving or has served at its request as a director, officer, or employee of another corporation, or any member of a committee, past or present, appointed by this bureau and authorized to act on behalf of this bureau, shall be indemnified to the full extent permitted by law, including, but not limited to expenses actually incurred by (him/her) and against judgements, decrees, fines, penalties, or amounts paid in settlement, in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which (he/she) is or may be a party by reason of being or having been such a director, officer, or employee provided that (a) (he/she) is adjudicated or determined not to have been guilty of willful misconduct or gross negligence in the performance of (his/her) duty to the Bureau of which (he/she) is a director, officer, or employee; (b) (he/she) is determined to have acted in good faith in what (he/she) reasonably believed to be the best interest of such Bureau; and (c) in any matter the subject of a criminal action, suit, or proceeding, (he/she) is determined to have no reasonable cause to believe that (his/her) conduct was unlawful. The determination as to (b) and (c) and, in the absence of an adjudication as to (a) by a court of competent jurisdiction, the determination as

to (a) shall be made by the Directors of this bureau acting at a meeting at which a quorum consisting of directors who are not parties to or threatened with any such action, suit, or proceeding is present. Any director who is a party to or threatened with any such action, suit, or proceeding shall not be qualified to vote.

ARTICLE VII -- BUSINESS AFFAIRS AND EMPLOYMENT OF STAFF

Section 1. Bonding: The Board shall be responsible for appropriate and adequate bonding to cover all persons handling funds or valuable documents of the Bureau.

Section 2. Dissolution: On dissolution of the Bureau, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization to be selected by the Board.

Section 3. Fiscal Year: This fiscal year of the Bureau shall be determined by the Board.

Section 4. Employed Staff: The Board may employ staff and assign duties as may be necessary to conduct the activities of the Bureau.

ARTICLE VIII -- MEETINGS

Section 1. Membership Meetings:

- a) There shall be one membership meeting in each calendar year to be known and referred to as the Annual Meeting.
- b) The Annual Meeting of this Association shall be convened each year on such date and at such place and time as the Board may select.
- c) Additional meetings of this Association may be convened by the President or by order of the Board.

- d) The President or the Board shall call a special meeting of the Association upon written request of twenty percent of the members. All special meetings shall be held at such place and time as the President or the Board may select.
- e) Members entitled to vote may participate in and act at any meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.
- f) A notice of the date, time, and place of each meeting shall be sent by in writing by mail or electronic transmission to each member of the Association at least fifteen (15) days prior to the date fixed for such meeting, except for special meetings, for which the notice period shall be ten (10) days.
- g) Ten percent of the members shall constitute a quorum at any membership meeting of this Association.

Section 2. Board of Directors Meetings:

- a) The Board shall convene at least two times per calendar year: Meeting "1" shall be in conjunction with the Annual Membership Meeting. Meeting "2" shall be held at a time and place designated by the President.
- b) Special meetings of the Board may be called by the President at his discretion or upon request of six members of the Board.
- c) A notice of the date, time, and place of all regular meetings of the Board shall be sent in writing by mail or electronic transmission to each member of the Association at least ten (10) days prior to the date fixed for such meeting, except for special meetings, for which the notice period shall be five (5) days.
- d) A majority of the Board shall constitute a quorum at any meeting of the Board, provided that each district be represented by at least one (1) member; but less

than a quorum may adjourn any meeting from time to time to meet again.

ARTICLE IX -- DUES AND ASSESSMENTS

Section 1. Dues

- a) Dues, and the manner and method of payment, shall be determined by the Board.
- b) Members who fail to pay their dues within thirty (30) days from the time the same become due shall be notified by the officer or Bureau staff designated for such purpose by the Board staff designated for such purpose by the Board; and if payment is not made within the next succeeding thirty (30) days shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership, provided that the Board may by rule prescribe procedures for extending the time of payment of dues and continuation of membership privileges upon request of a member and for good cause shown.
- c) No dues shall be refunded to any member whose membership terminates. Any exceptions to this rule must be granted by the officers of the Bureau.

Section 2. Assessments

- a) Assessments may be authorized by the Board or by a two-thirds vote of the members of the Bureau.
- b) All assessments shall be levied in the same proportion as the dues schedule in effect at the time of the assessment.

ARTICLE X -- CONDUCT OF BUSINESS

Except as otherwise provided by law or these bylaws, the conduct of businesses at all meetings of the Bureau, its Board of Directors, and all committees, shall be governed

by and in accordance with Robert's Rules of Order, Revised.

ARTICLE XI -- MAIL VOTE

Section 1. Active Members: Whenever, in the judgment of the Board of Directors, questions arise which it believes should be put to a vote of the active membership, and when it deems it inexpedient to call a special meeting for that purpose, the Board may, unless otherwise required by these bylaws, submit such a matter to the membership in writing by mail or electronic transmission for vote and decision, to be determined according to a majority of the votes received by mail or electronic transmission within fifteen (15) days from the date of the notice, provided that in each case votes of at least fifteen percent of the members shall be received. In each case, action taken pursuant to a mail vote shall be as binding upon the Association as action taken at a duly called meeting.

Section 2. Board of Directors: When, in the opinion of the President, questions arise which should be put to a vote of the Board, and when it is deemed inexpedient to call a special meeting of the Board, the President may, unless otherwise required in these bylaws, submit such a matter in writing by mail or electronic transmission for vote and decision to be determined by a majority of votes received by mail, provided that in each case votes are received from a majority of the Board. Action taken pursuant to a mail vote shall be as binding as action taken at a duly called Board meeting.

ARTICLE XII -- AMENDMENTS

Section 1. These bylaws may be amended, repealed or altered, in whole or in part, by a two-thirds vote of the membership present at any membership meeting of the Association; provided that a copy of any amendment proposed for consideration shall be submitted in writing by mail or electronic transmission to the last recorded address of each member at least fifteen (15) days prior to the date of the meeting.

Section 2. These bylaws may also be amended, repealed or altered, in whole or in part, by mail vote as provided in these bylaws.