



## The Traffic Club of the Lehigh Valley Constitution and Bylaws

Adopted May 8, 1934 • Revision Drafted November 6, 2018

<http://www.trafficcluboflv.org>

### Constitution

#### Article I - Name

- The name of this Association shall be “The Traffic Club of the Lehigh Valley, Inc.”

#### Article II - Objective

- The Traffic Club of the Lehigh Valley, Inc. is an association of people having a common business interest, the purpose of which is to promote such common interest and not to engage in a regular business of a kind ordinarily carried on for profit. The Traffic Club of the Lehigh Valley, Inc. is devoted to improving business conditions of the transportation industry and associated commerce activities in the region as distinguished from performing particular services for individual people.
- The objective of the Traffic Club of the Lehigh Valley is to be the prominent transportation industry organization in the Lehigh Valley region.
- The mission of the Traffic Club of the Lehigh Valley, Inc. is to interact with its stakeholders - transportation professionals and the communities the Club serves - providing the opportunity to learn, network and enjoy each other’s company by cultivating and promoting knowledge of and interest in the services of the transportation industry.

#### Article III – Membership

- A member of the Traffic Club of the Lehigh Valley is a person with an upstanding reputation for honesty, integrity and strong morals, of good character, free of prejudice, willing to be actively involved in the exchange of ideas and achievement of the visions and mission of the Traffic Club of the Lehigh Valley.
- Membership shall consist of General Members, Student Members, and Life Members. Membership rates will be based on the calendar year.
- **General Membership** - Individuals engaged in or interested in transportation or associated industries are eligible for membership in the Club.
- **Student Membership** – College or post high school students engaged in the study of transportation, logistics, supply chain management or other related fields are eligible for membership in the Club.

- **Life Membership** – Life membership shall be awarded to any member upon retirement from full-time employment providing that the member has been a member in good standing for at least ten (10) years and is at least sixty five years of age.
- **Applications** – Applicants shall complete and submit an application for membership. The application and amount of dues as prescribed in Article IV must be submitted through the Secretary to the Board of Governors. The Board of Governors will review all applicants insuring that they are approved for membership. Applicants shall be notified of their membership application status by the Secretary.
- **Rights of Membership** - All members shall have the privilege of voting in the club.
- **Removal** – Any member, for just cause, may be suspended or dropped from the membership by a two-thirds (2/3) vote of the Board of Governors at any meeting, pending prior notification. (Prior notice will be a written notice delivered electronically or through the US Postal Service, 30 days before it becomes effective.)

#### **Article IV - Dues**

- New Member, General, Student and Life membership dues shall be determined annually by the Board of Governors payable on or before January 31st, upon notification by the Secretary.
- Student and Life membership dues will include annual dues at a discounted rate determined by the Board.
- Dues for returning general members will be at a rate slightly below that of new membership dues.
- General members who have gone delinquent or exited the Club for more than one calendar year will pay dues at the new membership rate.
- At the first Board meeting after January 31st, the Secretary will provide a list of non-renewed members to the Membership Committee, who will in turn take action to notify these members of the renewal status. At this time, for sufficient reason, the Board may grant a withdrawal notice to a member. A member can request a withdrawal notice in writing at any time. This notice can be effective for up to one year. Withdrawal notices must be directed to the Club Secretary. This would entitle a member to be reinstated at a later day with no penalty.
- In the event a member not covered by withdrawal immunity remains delinquent and has not paid their dues by April 1st, such member will no longer receive Club communications or the benefits of an active member.
- Should dues remain unpaid by May 1st, that member's name will be dropped from the membership rolls. Reinstatement can only be accomplished through reapplication and paying current new membership dues.

#### **Article V – Board of Governors (see organizational chart)**

- The Board of Governors shall consist of the Executive Committee and the Board of Directors.
- The Executive Committee shall consist of a President, 1st Vice President, 2nd Vice President, Immediate Past President, Secretary, and Treasurer.

- The Board of Directors shall be comprised of nine (9) Directors. Directors are not part of the Executive Committee.
- The terms of the Executive Committee and Board of Directors shall be as follows:
- The term of a member of the Board of Directors shall be three years from installation. There will be a cycle of three groups of three directors that overlap with three directors coming on and three directors going off annually.
- The term of the First Vice President and the Second Vice President shall be for one year or until such time as their successors are elected and installed. The maximum consecutive term for these positions is two years, however, individuals may leave the position for a minimum of one year and then return.
- The term of Secretary and Treasurer shall be a minimum of three years. Affirmation of acceptable continuance of an individual in these roles shall be done annually. There are no term limits for these positions.
- The term of President shall be one year or until such time as the successor is elected and installed. The maximum consecutive term for this position is two years, however, individuals may leave the position for a minimum of one year and then return.
- The Board of Governors shall consist of any member in good standing, including carriers and shippers that have been properly nominated and selected for their position.
- All vacancies occurring during the year may be filled by the Board of Governors in accordance with the Bylaws.
- Officers Self-evaluation—see Policy and Procedures Manual for specifics.

**Article VI - Liability and Indemnification—see Policy and Procedures Manual for specifics.**

### **Article VII - Amendments**

- The Constitution may be amended by a two-thirds (2/3) vote of the quorum at any regular meeting, provided that notice of such proposed amendments is specified in the call for meeting, and notice of such meeting is given at least fifteen (15) days before the meeting date. Unless otherwise specified, the effective date of all changes, additions and deletions will take effect sixty (60) days following the ratification by the membership.