

Bylaws

ARTICLE 1. Name and Objectives

Section A. The name of this association, incorporated under the laws of the State of Illinois, as a not for profit corporation shall be:

The International Air Cargo Association of Chicago

Section B. The objectives of this corporation shall be:

- To exchange information and provide mutual assistance in the promotion of international air transportation in the Midwest Area of the United States.
- To achieve coordinated action in the matters involving or affecting Air Cargo Transportation in the Midwest Area of the United States.
- To carry out activities, such as meetings, roundtable discussions, lectures, research, publication of data, statistics, and information useful to the membership.
- To cooperate with other interested associations and trade organizations.

ARTICLE 2. Membership

Section A. Any individual, partnership, corporation, or other business entity, engaged in the air cargo transportation business, or any business or profession incidental, or related thereto shall be eligible for membership in this association, subject to the conditions, qualifications, and classifications set forth herein, relating to membership.

Section B. Membership shall be divided into four (4) classes as follows:

1. Individual Member (Active)- Every individual who applies for membership, and pays the required dues, shall be deemed, an active member and they shall be entitled to one vote at the meetings of the general membership of the association, except as otherwise provided in these bylaws.
2. Corporate Member (Active)- Every partnership, corporation, or other business entity, being engaged in the air cargo transportation, business or profession incidental or related thereto, who applies for membership, and pays the required dues, shall be deemed an active corporate member, which allows for three **designated** voting members, from this business, at meetings of the general membership of this association, except as otherwise provided for in these bylaws. **Within thirty days of notice that a designated voting member is no longer employed by the corporate member, the voting member may re-apply for membership without any change to his/her voting rights or standing to hold office.**
3. Lifetime Appreciation Member-A Lifetime Appreciation Member shall be any distinguished member, or former member retiring from the air cargo industry, nominated by an active member, and elected by a majority vote of the members at

a regular meeting. All nominations are subject to the prior approval by the board of directors. The lifetime appreciation member shall have all the rights and benefits of an active member, with the exception of voting rights. Lifetime appreciation members shall pay no dues.

4. Honorary Member - An honorary member shall be any distinguished person, the board of director deems beneficial to the association, and votes said individual into membership by a majority vote, at any board meeting. Honorary members shall have all the rights and benefits of an individual member, with the exception of voting rights. Honorary members shall pay no dues. Honorary membership shall be for a one-year period, unless extended by the board of directors.

Section C. No application for any form of membership in this association shall be granted, unless the applicant and their credentials have been accepted by the board of directors. The board of directors may delegate the responsibility for examination of the applications and credentials, from time to time. The board of directors may reject any application for cause.

Section D. If any member shall fail to pay annual dues, after due notice has been sent to the last address listed upon the membership roll, and after reasonable time has been allowed for payment, and if the board of directors has exercised due diligence to remind and encourage such delinquent member to fulfill the implied obligation, membership will be terminated.

Section E. Upon finding of unusual and appropriate circumstance, the board of directors may, by majority vote, order that the name of any member be retained upon the roll, upon such terms and conditions as may be declared without regard to the non-payment of dues. Under the same principle, a non-member's name may be added to the membership rolls.

Section F. It shall be obligation and duty of any member whose circumstances have changed, so as to make them unqualified to be an active member, to report that fact to the secretary of the association in writing whereupon the secretary of the association shall notify the president, and the chairman of the board, of this fact, and shall record said change.

Section G. If it shall appear to any officer, director or member of the association, that the status of a member has changed, they shall notify the secretary of the association. The secretary of the association shall bring the matter before the board of directors. The board of directors shall thereupon investigate the matter and determine the actual status of the member in question, and if necessary, order the status changed on the rolls.

ARTICLE 3. Dues

Section A. Initiation fees and dues of the membership shall be fixed by the board of directors, and may be different for each class of membership, but shall be uniform throughout the association.

Section B. Dues shall be assessed on an annual basis, and shall be payable upon receipt of notice by a member. A member shall be deemed to be delinquent, if his dues are not paid within ninety (90) days after notice has been mailed.

ARTICLE 4. Officers and Duties

Section A. The officers of this association shall be a president, one or more vice-presidents, a secretary, a treasurer, and such officers, as the board of directors shall from time to time deem necessary. The officers shall be elected at the annual business meeting of the association as follows:

The President shall be elected by a majority vote of the membership present at this meeting. All other officers will be elected by the board of directors present at the Board of director's meeting.

Section B. The president shall preside at all regular and special meetings of the general membership. The president shall execute all instruments and documents which may be necessary to carry out the purposes of this association, with the approval of the board of directors; the president may delegate responsibility for the execution to others. The president shall also perform all other duties usually pertaining to this office.

Section C. The vice president shall, in the case of absence, or inability, as determined by the board of directors, or the president, exercise all the powers and carry out the duties of the president. Where two or more vice presidents are in office the board of directors will determine which vice president will succeed to the primary duties of the president or to the office itself.

Section D. The secretary shall issue notice of regular meetings and shall maintain the minutes of such meetings, and shall keep a record of these bylaw and amendments thereto.

- The secretary shall maintain current records of the meetings, if not otherwise made.
- The secretary shall also maintain current records of membership rolls, and report regularly to the board of directors, and to the membership chairman concerning any changes in the membership.

Section E. The treasurer shall collect and deposit to the account of this association into a responsible banking institution in the State of Illinois, all dues, initiation fees and all other funds received by this association.

The treasurer shall make disbursements from that account as authorized by the board of directors at the board meeting. The treasurer shall furnish interim reports of the association's financial condition, when requested, and shall make a comprehensive report of such financial condition at least once each year, at the business meeting, if not otherwise made.

Section F. Other officers elected pursuant to the action and recommendations of the board of directors shall have those powers, duties and responsibilities as may be prescribed by the board of directors.

Sections G. Any officer may resign, or be removed for cause. No resignation shall take effect until accepted by the board of directors. Removal for cause shall require a three-fourths (3/4) vote of the entire board of directors convened for that purpose.

Section H. All officers, elected by the board of directors, will be for a term of one-year commencing with the business year following the annual meeting.

Section I. The president upon completion of a one (1) year term shall assume the duties of a director on the board of directors for an additional one (1) year term.

ARTICLE 5. Board of Directors

Section A. The board of directors shall consist of no more than six (6) members, plus the president of the association.

At each annual business meeting of the membership the president shall be elected for a ~~one (1)~~ **two (2)** year term to be followed by a one (1) year term on the board of directors (as set in Article 4 Section I.) Directors will also be elected for two year terms as applicable.

Section B. Immediately following the annual business meeting, the newly elected directors, along with the second year directors who will be carried over shall meet to elect a Chairperson of the Board, and to elect new officers, if feasible. This meeting will be called to order by the Outgoing Chairperson. The outgoing chairperson will hold an election from among the next year's directors to determine a new chairperson of the board. Once the new chairperson has been chosen, the outgoing chairperson will turn the meeting over to the new chairperson, who, along with the new board will conduct an election of officers for the upcoming year. Once this election is complete, the meeting will be turned back over to the outgoing chairperson for the continuation of the meeting.

A vice-chairperson should also be elected from the board of directors to serve in the absence of the chairperson. Should the absence of the chairperson be permanent, the vice-chairperson will conduct the election of a new chairperson of the board after all the vacancies have been filled.

Section C. In no instance shall two or more members of the board of directors be business partners, employees or officers of the same business entity, or of legally related business entities. If two such members shall be nominated or elected, they shall decide between themselves which shall withdraw or resign, so that only one of them shall remain, or they shall draw lots to achieve this result.

Section D. The board of directors shall determine the policies, and shall outline for presentation to the membership, ways and means to carry out the purposes and objective for which this association is organized. The board of directors shall study ways and means and take such measures, as it may deem appropriate to increase the total

membership and general usefulness of the association. All appropriations of funds must be made or approved by the board of directors at a board meeting.

Section E. A majority of members of the board of directors, voting either in person, by telefax, e-mail, telegraph, or in writing **electronic means or by phone**, upon specific business of the board, shall constitute a quorum at any meeting of the board. The board of directors shall hold meetings during the year, upon the call of the chairperson, or upon the call of two (2) directors, or by written notice to the chairperson of the board of directors, and the secretary of the association. Upon proper call of a directors meeting, the secretary shall give at least seven (7) days and not more than thirty (30) days' notice of such meeting to each director, unless such notice is waived.

Section F. The business year of this association is one full calendar year. All terms of the office and all fiscal responsibility commence January 1 and end December 31 of that year.

Section G. In the event that one or more members of the board of directors are absent or excused from the board meeting, they may assign their proxy to any association member of their choice, who is in good standing. This member may then vote that proxy at the one meeting to which it is assigned. The board member who will not be attending will also have the option of allowing their proxy to be assigned to an officer present at the board meeting. The chairperson will assign these proxy votes in the following order. 1st vice president, 2nd vice president, 3rd vice president, treasurer, and finally secretary. If the director takes no action they have automatically abstained.

Section H. **If a board member is absent for three consecutive board meetings, regardless of whether any or all of the absences were excused, the board member will be subject to removal by majority vote of the board of directors at the following meeting of the board. The board member will not be considered absent if the member participates in the meeting by phone or video.**

Section H I. In the event of a vacancy within the board of directors, a new director will be elected by the membership, to assume the responsibilities of the remaining term, at the next scheduled regular meeting of the association.

ARTICLE 6. Committees

Section A. All committees of the association, except the hereinafter designated standing committee, shall be created and their members appointed for such purposes, and pursuant to the terms prescribed by the chairperson of the board, or the president, as may be appropriate, to serve until the next succeeding business meeting of the association. In the absence of a chairperson appointed by the chairperson of the board, or the president, committees shall elect their own chairperson, who shall serve at the pleasure of the committee.

Section B. The following committee shall be called the Standing Committee of the Association with permanent status:

The nominating Committee – This committee shall be composed of no more than five (5) members selected by the board of directors and composed as follows:

1. Three (3) members from the board of directors and
2. Two (2) members from the general membership.

The chairperson of the board shall serve as the chairperson of the nominating committee of the association.

The nominating committee shall report the names of a slate of candidates for the board of directors and officers for the next year, and in addition report the names of any person nominated by at least five (5) members for the making of additional nominations from the floor during the election.

When the members of the nominating committee have reported at the annual business meeting, the committee shall have completed its appointed task for that calendar year and its members shall stand relieved and discharged from their appointment to that committee, and new members shall thereafter be appointed.

Section C. Capital expenditures or services that exceed thousand dollars (\$3000.00) and would be considered outside the normal expense of association business, must first be approved by the board of directors and then approved by a majority vote of the active members present at the next general membership meeting, provided that due notice of any capital expenditure or service was given in writing at least seven (7) days and no more than thirty (30) days before the date of said meeting, prior to allocation of these funds.

ARTICLE 7. Meetings and Voting Rights

Section A. The annual business meeting of the general membership of the association shall be held each year during the month of November. The order of business at the annual meeting shall be:

1. Reading of the minutes of the previous meeting.
2. Report of the officers and directors
3. Report of the nominating committee
4. Additional nominations from the floor
5. Election of the board of directors (and officers if so voted).
6. Directors meet to elect: (a) Chairperson of the board, and (b) new officers. (The results of the election of officers and Chairperson may be announced at the December meeting.)
7. Old and new business, if any, for the good and welfare of the association.
8. Adjournment.

Section B. Any candidate for any office shall have been a member in good standing for at least six months' prior of the election, and must maintain said membership throughout the entire term of office.

Section C. A quorum at the annual business meeting, or at any regular or special meeting of the general membership shall consist of no less that fifteen (15) members in attendance.

Any member may in writing signed and witnessed, and duly delivered to the secretary of the association before the particular meeting appoint any other member to act as their proxy for that meeting only. Said writing shall be valid only for that single meeting described therein.

Section D. Members of the association shall be entitled to vote at meetings of the association. Honorary members may hold only honorary positions in the association and may serve on committees from time to time, but honorary membership shall not be construed to deny the right of honorary members to speak on any issue before the association or to prevent the honorary member from acting to carry out any responsibilities delegated to them by the board of directors and officers pursuant to the resolutions voted upon by the active member, but shall not give honorary members the right to vote.

Section E. The president, the chairperson of the board or any two (2) directors may call special meetings of the association, when in their opinion such action is warranted in order to carry out the policies of the Board of directors, or to promote the welfare, or to protect the interests of the members of the association.

Section F. Meetings of the general membership and the board of directors shall usually be held in areas both convenient and conducive to the air cargo industry.

ARTICLE 8. Amendment and suspension of the Bylaws

Section A. These bylaws may be amended at any annual business meeting, special meeting, or regular meeting of the general membership of the association, by a majority vote of the active members present, provided that due notice of any amendment was given in writing at least seven (7) days and no more than thirty (30) before the date of said meeting. If no notice in writing shall have been given at least seven days before such meeting, then these bylaws shall be amended only by affirmative vote of three fourths (3/4) of the active members present at the meeting. In no case may these bylaws be amended if a quorum is lacking. These bylaws may never be amended by means of a vote exercised by a member whose status has in effect changed so as to make that member unqualified to hold regular membership.

Section B. These bylaws may be suspended for cause, in respect to any particular application of these bylaws except to the matter of voting rights and disabilities of members by two thirds (2/3) vote of the board of directors present and voting at any meeting of the board, which suspension shall be effective only until the next meeting of the general membership of the association, when the action of the board shall be reported to the membership.