



Mission Statement of the Idaho Trucking Association

The mission of the Idaho Trucking Association (the "Association" or "ITA") is to serve and represent the interests of the trucking industry with one united voice; to positively influence state governmental actions; to advance the trucking industry's image, efficiency, competitiveness, and profitability; to provide educational programs; to promote highway and driver safety; and to strive for a healthy business environment.

By-Laws

Idaho Motor Transport Association, Inc. dba Idaho Trucking Association

Article I Membership

- Section 1. Any individual, firm or corporation operating motor vehicles in the transportation of persons and/or property shall be eligible for active membership in the Association.
- Section 2. Any individual, firm or corporation engaged in the business of manufacturing, supplying or selling equipment, supplies or services used in the motor transport industry, and whose ownership or operation of motor vehicles, if any, is not a primary function of such business, shall be eligible for allied membership in the Association.
- Retired members of the Association who have served on the ITA Board of Directors shall be eligible for a non-dues, non-voting Honorary Director Membership.
- Section 3. Subject to the qualifications specified in Sections 1 and 2 above, applicants shall be admitted to membership in the Association in such manner as provided by resolution of the Board of Directors.
- Section 4. Resignation of membership sent after the date when dues are payable shall not relieve the member of payment of dues accrued and owing to the date of resignation.
- Section 5. Members whose dues are in arrears for a period of six months may be dropped from membership in the Association at the option of the Board of Directors.
- Section 6. Members who resign, lose, or are denied membership shall also be denied all benefits appurtenant to ITA membership at the earliest practicable date.

Article II Fees and Dues

- Section 1. On or after July 1, 2015, the fiscal year of this Association shall begin January 1 each year and shall end December 31.
- Section 2. Membership dues in the Association shall be governed by the Board of Directors. Membership dues in the Association are increased annually by a rate of three (3) percent on December 1. One time increases or changes to the structure of dues may be changed only with approval of the majority of the Directors in attendance at any regular Board meeting.
- Section 3. Special assessments may be levied at any time by the Board of Directors and shall be due within twenty days after the mailing of written notice of such levy to each member. The Board

of Directors may take such action as it deems necessary against such delinquent member if such assessment is not paid within a reasonable time after its due date.

Article III

Officers and Management

- Section 1. The affairs of the Association shall be managed through a President and Chief Executive Officer under the direction of the Board of Directors. In the event that the Association is temporarily without the services of a President/CEO then the Chair of the Board shall be empowered to execute the duties of the President/CEO. The Board of Directors shall consist of: the Chair, Past Chair for each of the three immediately preceding years (provided that each such Past Chair is a member or employed by the member by whom they were employed when Chair), Idaho State Vice President of the American Trucking Associations, Inc., Vice Chair, Secretary/Treasurer, Chair of the Safety Management Committee, and not more than the number of directors representing Conferences set forth in Article III, Section 2. Directors Emeritus may be selected at the annual meeting.
- Section 2. The Directors shall be elected at the annual meeting of the Association and shall hold office for a term of two years or until their successors have been elected and qualified. They shall be elected in the following manner:
- The following are the Conferences and Committees comprising seats on the Board of the Association and the maximum number of Directors representing each which shall serve on the Board:
1. Highway Carriers (3) — LTL, truckload, common or private, package carriers, OTR owner operators and lessors.
 2. Resource Transporters (2) — unprocessed agriculture, logs, chips, cattle, mining.
 3. Specialized Transport Services (2)— household goods, warehousing, intermodal, regional distributor, contractor, specialized equipment.
 4. Allied Industry (3)— suppliers, leasing companies.
 5. At-Large (1) — appointed by ITA Chair
- Section 3. The officers of the Association shall consist of a Chair, Vice Chair, Past Chair, Secretary/Treasurer, and an Idaho State Vice President of the American Trucking Associations.
- Section 4. The Chair of the Association shall be elected at the annual meeting of the members for a term of two years or until their successor is elected and qualified. Unless an exception is approved by the Board, the Chair shall have held two previous executive committee positions prior to his or her election.
- Section 5. All other officers shall similarly be elected at the annual meeting of the members for a term of two years or until their successors is elected and qualified. If an elected officer does not attend at least one Executive Committee meeting or Board of Directors meeting each fiscal year, the Board may replace them.
- Section 6. Vacancies on the Board of Directors in the event of resignation, death or failure to assume obligation, may be filled by appointment by the Chair subject to the approval of the Executive Committee, from the conference/council in which said vacancy may occur. Vacancies among the other offices of the Association shall be filled by the Chair. The Executive Committee, at its discretion, shall review, approve, or reject all appointments.

Section 7. The Board of Directors shall have the power to employ such persons as it may deem necessary for the best interests of the Association and fix their compensation, as the Board shall deem reasonable compensation for the services to be performed by such officer or officers.

Article IV **Duties of Officers**

- Section 1. The Chair of the Association shall preside at all meetings of the Association and of the Board of Directors and shall perform the services ordinarily required of the Chair of such an organization. The Chair shall act as ex-officio member of all standing Committees and Special Committees, except the Nominating Committee.
- Section 2. In the absence of the Chair or in the case of his or her inability or refusal to act, the Vice Chair or in his or her absence, the Secretary/Treasurer, shall have the same power and authority as, and shall perform the duties of, the Chair.
- Section 3. The Secretary/Treasurer of the Association shall be advised each month of all money receipts and transactions received and issued by the Association through the President/CEO's office. These reports shall be in the form of an Excel spreadsheet sent to the Treasurer along with copies of the monthly bank statements and quarterly financial information. Checks shall require only one signature. Those authorized to sign shall be the President/CEO, Chair and Secretary/Treasurer. Checks for expenses in excess of items on the budget as pre-approved by the board and in excess of \$1,000 shall have the approval of the Finance Committee prior to being issued. Approval can be in the form of an e-mail vote directed by the Chair For expenses in excess of \$10,000 full board approval shall be required before checks are issued.

The Secretary/Treasurer shall report the financial status of the Association to the Board of Directors on a quarterly basis and to the general membership at the annual meeting. When deemed necessary, the Secretary/Treasurer shall give bond for such amount and such security as shall be fixed and approved by the Board of Directors conditions for the faithful performance of his or her duties.

It shall be the duty of the Secretary/Treasurer, working with the President/CEO, to keep a record of the proceedings of the Board of Directors and of all meetings of the members. He or she shall work with the President/CEO to assure all notices required by law or by the By-laws of this Association are served. In case of his absence, inability or refusal to act, then his or her duties shall be performed by a Secretary pro-tem to be appointed by the Chair.

Section 4. It shall be the duty of each officer to serve a chair of a standing committee.

Article V **Committees**

- Section 1. The Standing Committees of the Association shall be Executive, Finance, Convention, Safety Management, Nominating and By-laws and Government Relations.
- Section 2. The purpose of the committees shall be to provide staff with the necessary direction to carry out the mission of the ITA.
- Section 3. Each committee, whether standing or ad hoc, shall create and maintain a policy statement which sets forth the purpose of the committee and its operational parameters. These policies shall be approved by the Board of Directors, or by the Executive Committee by simple majority.
- Section 4. The membership of the Standing Committees and their responsibilities shall be:
- A. Executive Committee:

- (1) Shall consist of a Chair, who shall be the Association Chair, a Sub-Committee Chair, who shall be the Vice Chair and members as follows: the Vice Chair, the Secretary/Treasurer, the Past Chair, the Chair of the Safety Management Committee and the Association President/CEO (non-voting).
- (2) The Executive Committee shall
 - (a) oversee all functions of the Association, and
 - (b) conduct a performance review of the President/CEO annually. When the Board of Directors is not in session, the Executive Committee shall have all the powers of the Board of Directors. Any change or addition to staff personnel, shall be approved by the President CEO. Any use of Association funds beyond the usual scope of normal operations must be approved by the Board of Directors.
- (3) The Sub-Committee of the Executive Committee shall be a committee with responsibility for implementing legislative and regulatory objectives determined by the Board of Directors. The Sub-Committee shall work to promote positions in common with other highway carrier organizations and shall maintain a coalition relationship with the following groups at a minimum: Trucking Advisory Council and Idaho Truck PAC, Inc.
- (4) At any meeting of the Executive Committee, or the Sub-Committee, four (4) members shall constitute a quorum. Any action requires a simple majority vote.

B. Finance Committee:

- (1) Shall consist of a Chair who shall be the Secretary/Treasurer, and six individuals chosen by the Association Chair with assistance from the President/CEO and Committee Chairman.
- (2) It shall, at least quarterly, examine the financial status of the Association. It shall report its findings and any recommendations to the membership at least annually. It shall perform such other duties in connection with the fiscal matters of the Association. It shall keep invested surplus funds of the Association and make changes in those investments as may be prudent.

C. Convention Committee:

- (1) Shall consist of a Chair who shall be appointed by the Association Chair, a sub-committee Chair who shall be one of the Directors representing the Allied Conference, and six (6) individuals chosen by the Association Chair with assistance from the President/CEO and the Committee Chair.
- (2) It shall cooperate and work with the President/CEO in arranging the annual meeting of the members of this Association and any convention held in connection therewith. This Committee shall recommend and help secure speakers on matters of general interest to the Association and on educational and other matters that will benefit the Association and its members. It will assist in making all physical arrangements for said meeting and convention.
- (3) It shall appoint the Chair and members of a sub-committee, the Entertainment Committee, and thereafter supervise its functions. The duties of this Committee shall be: one, to conduct the golf outing, if any, at the annual convention and, two, to solicit contributions and prizes for the convention thereby assisting the Association in conducting its convention and achieving the financial result forecast in the Association's annual budget.

D. Nominating and By-laws Committee:

- (1) Shall consist of a Chair who shall be the Past Chair of the Association and four (4) individuals chosen by the Association Chair with assistance from the President/CEO and the Committee Chair.
- (2) It shall make nominations of members in good standing to the offices of Chair, Vice Chair, Secretary/Treasurer, Idaho State Vice President of the American Trucking Associations, Inc., and any conference seat on the Board of Directors for which the conference does not offer its own candidate.
- (3) It shall draft any revision to the by-laws recommended by the Board of Directors for approval of the membership of the Association.

E. Safety Management Committee:

- (1) Shall consist of a Chairman, three Chapter Chairs and members who are employed by member companies who participate in SMC meetings.
- (2) It shall plan and execute the following programs and events:
 - (a) Truck Driving Championships
 - (b) Rocky Mountain Regional Safety Rendezvous, in appropriate years
 - (c) Safety and compliance training
 - (d) Other activities as proposed to and approved by the Board of Directors

F. Government Relations Committee:

- (1) Shall evaluate regulatory and legislative proposals of concern to the trucking industry and report its recommendations to the Board of Directors or the Executive Committee. In absence of specific direction from the Board of Directors, it shall decide whether to support, oppose, or take neutral stance on specific issues on behalf of the Association. These positions will be conveyed to the President/CEO and the contract lobbyist.
- (2) The committee shall consist of the ITA Chair of the association, the President/CEO and six other individuals appointed by the President/CEO within the membership of ITA.

Article VI **Seal**

- Section 1. The corporate seal of the Association shall be a circular seal with the name of the Association around the border and the words "Corporate Seal" in the center.
- Section 2. The corporate seal shall be maintained by the ITA office, under the direction of the President/CEO.

Article VII **Meetings**

- Section 1. The annual meeting of the members of the Association shall be held prior to the first day of November of each year, the date of such meeting to be designated by the Board of Directors prior to the first day of August, and if no designation has been made by the Board of Directors prior to said first day of August in any year, such annual meeting shall be held on the third Thursday in October. Written notice of such annual meeting shall be given by the Secretary/Treasurer to each member not later than ten (10) days prior to the meeting.
- Section 2. Special meetings of the members of the Association may be called by the Chair or a majority of the Board of Directors at any time. Notice of such meeting shall be given as in the case of the annual meeting.

- Section 3. Active and allied members of the Association shall have the right to vote at all meetings of members of the Association.
- Section 4. There shall be at least two regular meetings of the Board of Directors each year, the first of such meetings to be held immediately following the annual meeting of the members of the Association, and the second of such meetings to be in any succeeding month thereafter, to be called by the Chair or by the Board of Directors.
- Section 5. Special meetings of the Board of Directors may be called at any time by the Chair or any three members of the Board. Five days written notice of such meetings shall be required, unless the Chair allows a shorter notice. Notice shall be effective if communicated in person, by mail, by telephone, or e-mail.
- Section 6. A quorum of the Board of Directors shall be the number equal to 25 percent of the total Board of Directors, plus one.
- Section 7. A quorum shall not be required for the transaction of business at any duly called meeting of the members of the Association.
- Section 8. At all meetings of the members of the Association and of the Board of Directors, votes may be cast either in person or by proxy. Holders of proxies must make such fact known to the person conducting any meeting prior to the beginning of such meeting.
- Section 9. Any member in good standing may attend any Board of Directors meeting as a guest but without privilege of vote.
- Section 10. Roberts Rules of Order will govern the procedure of the Association except where inconsistent with the Articles of the Association and these By-laws.

Article VIII **Amendments**

- Section 1. All amendments to these By-laws shall be proposed in writing, signed by no fewer than five active members of the Association. Such amendments shall be considered and acted upon at the next meeting of the Association. It shall require a two-thirds vote in the affirmative of the members present at such meeting to carry an amendment.
- Section 2. The President/CEO shall send a printed or type written copy of proposed amendments to each member at least five days before the meeting at which they are to be considered.
- Section 3. These amendments may be executed in counterparts and delivered via facsimile or scanned and e-mailed, each of which shall be deemed an original and all of which shall constitute a single instrument and shall be effective upon execution and delivery via fax or e-mail. **ITA**