

BY-LAWS

By- Laws of
The Transportation Club
Of
Minneapolis & St. Paul, Inc.

(Incorporated Under the Laws of the State of Minnesota)

Adopted, as Revised, September 17, 2007

Article I

Name of Offices

The organization shall be known as the Transportation Club of Minneapolis and St. Paul, Inc., and its principal office shall be within the boundaries of the seven county metropolitan areas (Counties of Anoka, Carver, Dakota, Hennepin, Ramsey, Scott, and Washington) in the state of Minnesota. The name, objectives and location of this Corporation are as shown in the Articles of Incorporation, together with certain specific and general rules governing memberships, dues, assessments, voting rights, property rights and meeting and government of the Corporation. The following rules will govern all matters when not in conflict with the foregoing.

Article II

Membership

Section 1. Anyone who is engaged in any business involved in transportation, whether it be hauling, leasing, traffic bureaus, transportation consultant, industrial traffic, all modes of transportation, or who, by reasons of their interest in transportation may, in the opinion of the Board of Directors, be of service to the Club in achievement of its objectives shall be eligible for membership in this organization.

Section 2. There shall be three classes of members: Resident, Non-Resident, and Honorary.

- (A) Resident – Those whose place of business or office is located in Anoka, Carver, Chisago, Dakota, Hennepin, Isanti, Ramsey, Rice, Scott, Sherburne, or Washington Counties of Minnesota.
- (B) Non-Resident – Those whose place of business or office is outside the above described list Of Counties (Paragraph A of this Section). They shall enjoy all privileges of Resident Members, except they shall not hold office, nor shall they have any right, title, or interest in the property or assets of the Corporation. Non-Resident Members shall be allowed to vote.

(C) Honorary – Any person who is pensioned/retired on a full time basis from his or her employment in the Transportation Industry who has been a member in good standing up until such time of retirement. Honorary Members shall be exempt from payment of dues and shall enjoy all privileges of resident membership except they shall not vote or hold office, nor shall they have any right, title, or interest in the property or assets of the Corporation. They may be subject to special assessments for mailing and printing fees as determined by the Board of Directors.

Section 3. The Board of Directors shall have authority to limit membership.

Section 4. Application for membership shall be made in writing to the secretary on a form provided for that purpose and must be referred by not less than one member of the Club.

Section 5. A member, for good cause, may be dropped or suspended from membership by a majority vote of the Board of Directors present at any meeting.

Article III

Transfer of Membership

Section 1. Upon written request made to the Secretary, the owner of a Resident or Non-Resident Membership may transfer such membership to a duly elected candidate from the same Company provided said owner is not indebted to the Corporation.

Article IV

Dues

Section 1. Annual dues shall be determined by the Board of Directors of the Corporation for all Members, payable on the Anniversary Date of their Club Membership, or the Anniversary Date of their last Dues Payment.

Section 2. Any member who shall fail to pay dues upon their membership within forty-five days after the same shall become due and payable or who shall fail to pay any other indebtedness to the Corporation within thirty (30) after an account has become due, shall be deemed delinquent and may be suspended from all of the privileges of the Club. If such member shall not pay the same within the time aforesaid, the Board of Directors may, by resolution, declare their membership in the Corporation to be forfeited and may thereafter cancel the membership of such delinquent and defaulting member. Such notice shall be served personally upon the delinquent Member, or, mailed to their usual address.

Article V

Officers

The Officers of the Club shall be President, Vice President, and Secretary/Treasurer.

These three Officers together with the eight Directors, elected by the Club, shall constitute the Board of Directors.

The Officers shall be elected for a term of one year. The outgoing President shall be appointed to a one-year term as an Advisor to the incoming President, strictly at the discretion of the incoming President. The outgoing President will not hold a position on the Board of Directors.

The President, Vice President, Secretary/Treasurer cannot be elected to the same office for consecutive terms.

There shall be a Board of Directors composed of eight Directors elected by the Club, four for a one year term, four for a two-year term. After the first year Directors will be elected for two year terms.

Article VI

Election of Officers

Section 1. At least forty-five (45) days prior to the Annual Meeting, the President shall appoint a committee of three resident members, none of whom shall be an Officer or Director, who shall nominate Officers and Directors for the ensuing year. The committee shall report the names of such nominees to the Secretary. The sitting Vice President shall become the President based on an approval vote by the Board of Directors.

Section 2. Ballots will be mailed to all resident members within five (5) days thereafter and the ballot must be returned prior to the start of the Annual Meeting.

Section 3. The election shall be by ballot under the supervision of tellers appointed by the President. The candidates receiving the highest number of votes shall be declared elected. In case of a tie vote, winner is to be selected by draw.

Section 4. In the event of a vacancy in the Office of the President during the term of office, same will be filled by the Vice President who may become either the acting President for the remainder of the term and automatically become the President the following year, or may elect to make the remainder of the term their term as President. Vacancies occurring in the office of the Board of Directors, Vice President, and Secretary/Treasurer may be filled for the unexpired term by the board of Directors.

Article VII

Duties of Officers

Section 1. President and Vice President: The President, or in the absence of the President the Vice President, shall preside at all meetings. In the absence of the President and Vice President, the presiding officer shall be (1) Secretary/Treasurer (2) or Board Member (in that order).

Section 2. Secretary/Treasurer: The Secretary duties shall be to take and distribute minutes of all Board meetings and discharge such other duties as belong to the office as are assigned by the President or the Board of Directors. The Treasurer duties shall include auditing the Club financial statements on a quarterly basis. All checks shall bear two (2) signatures, one of which shall be the President. Securities owned by the Club shall be placed in safekeeping in a bank designated by the Board of Directors.

Article VIII

Board of Directors

Duties of Directors

Section 1. The Board of Directors shall: (a) Perform all duties which may be delegated to it from time to time. (b) Make all contracts necessary for the transaction of all business. All binding Contracts must be signed by the President. (c) Fill vacancies on the Board, except for the office of the President, by a vote of the majority of those present at a regular meeting of the Board of Directors. (d) Call a special election if it is deemed necessary. (e) Fix and enforce penalties for the violations of rules for its own government. (f) Have power to mitigate or set aside penalties for such violations. (g) Prescribe and publish rules regulating the use and occupancy of the facilities and property it may from time to time use, both by members and guests. (h) Appoint delegates to confer with other associations or clubs on any matter in which this Corporation may be concerned. (i) Authorize the creation or dissolution of all Committees except those of the By-Laws and special committees voted by the membership at Corporate meetings. (k) Have complete jurisdiction over the Corporation's finances, and have exclusive power to make or authorize appropriations. (l) Have the general power to manage all the affairs of the Corporation on any and all questions relating thereto, when not in conflict with the Articles of Incorporation or By-Laws. (m) Make full report to the Corporation at its Annual Meeting of their proceedings during the preceding fiscal year and recommend such measures as they may deem advisable.

Section 2. The Board shall meet for the transaction of business, at the call of the President or any two (2) members thereof, provided such notice shall be given to each member for said meeting. If such a meeting is called, adequate notice must be given. Seven (7) members shall constitute a quorum. (Adequate notice shall be construed to mean at least one week.)

Section 3. Any member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of such Board, unless they shall present at the next meeting an excuse for their absence satisfactory to the President, shall be deemed to have resigned as a member of said Board and cease to be a member thereof.

Article IX

Meetings and Resolutions

Section 1. The regular meeting of the Club shall be held at the call of the Secretary, approved by the President. Twenty-five Resident and/or Non-Resident members or ten percent of the total Resident and Non-Resident Members (Whichever number is smaller) shall constitute a quorum for the transaction of all business.

All resolutions seeking to place the Club on record upon transportation and traffic matters shall be referred to the Board of Directors for its investigation and report, and such report shall be made within thirty (30) days.

Section 2. The date of the Annual Meeting shall be designated by the Board of Directors at a time and place specified but within the month of March.

Section 3. Unless otherwise directed by the Board of Directors, it shall be the purpose of the Club to hold regularly scheduled meetings to carry out the objectives of the Club.

Article X

Committees

Section 1. At the first meeting of the Board of Directors after the Annual Elections, the President shall designate a member of the Board of Directors to supervise each of the Standing Committees operating for the next term of office. The functions of those Committees will be regularly reported by the Board members so designated at the Board Meetings.

A member chairperson shall also be appointed for each of the Standing Committees supplemented by committee members selected by the Chairperson. Unless otherwise specified by the Board of Directors, the following eight (8) Standing Committees will be responsible for programs at regularly scheduled meetings:

- 1) Annual dinner and Expo
- 2) Charities
- 3) Education/Monthly Luncheons
- 4) Entertainment
- 5) Membership/Publicity
- (6) Publicity
- (7) Communications
- (8) Finance

The Standing Committees are:

Annual Dinner/Expo: The Annual Dinner/Expo Committee shall have responsibility for all arrangements pertaining to the Annual Dinner and Expo.

Charities: The Charities committee will be chaired by the Vice President. The primary responsibility of this Committee is to maintain contact with the University of Minnesota Medical Center, Fairview as to their current needs, and to arrange all Club activities relating to the Hospital. This committee will also oversee donations to other charities as so designated by the Board of Directors.

Membership: The Membership Committee shall be responsible for the recruitment of New Members, and the retention of the Current Members. This Committee shall have general supervision over all matters pertaining to the participation of the Club in Public Affairs.

Education/Monthly Luncheons: The Education/Monthly Luncheon Committee shall supervise the education activities of the Club, and will establish a schedule of Monthly Luncheon Speakers.

Entertainment: The Entertainment Committee shall have responsibility for all entertainment programs as assigned. The Committee on Entertainment shall have charge of any sport activities of the Club.

Publicity: The Publicity Committee shall keep the General Public informed of the important activities of the Club.

Finance: The Finance Committee shall be responsible for all Fiscal Policies of the Club. This Committee shall be responsible for creating an Operating Budget for the Club, one of which shall have a Term of May 1st of the current year, through April 31st of the following year. The Finance Committee shall consist of the President, Vice President, and the Secretary/Treasurer.

Communications: The Communications Committee shall be responsible for the creation, publication, and distribution of the Club Newsletter. The Club Newsletter shall be published no less than three (3) times Annually. The Communications Committee shall also be responsible to publish and distribute to the Membership, the Club Roster/Directory, at least one (1) time Annually.

Article XI

Amendments

Section 1. The authority to make and alter By-Laws is vested in the Board of Directors, the By-Laws or alterations thereto must be ratified by at least two-thirds of the membership present at a regularly scheduled meeting. A notice of such meeting shall be sent to all members which must specify in accurate detail the nature of the proposed change. The Board of Directors shall not make or alter any By-Laws fixing their number qualification, or term of office.

Section 2. The Articles of Incorporation may be amended by a two-thirds vote of the members present at any meeting of the Club provided notice of such amendment is specified in the call for the meeting.

Article XII

Office Manager

There shall be an Office Manager appointed by the Board who shall perform duties as assigned by the Board of Directors. The Office Manager/Contract Support person shall receive compensation from the Club of no more than \$50.00 per Regular Dues Paying Member, based on Membership Dues of \$65.00 per person Annually. Should the Annual Dues change, this amount shall not be more than (75%) of the Annual Membership Dues per person.

Officers and Directors – 2009-2010

President: Tom Krieger, Williams & Associates, Inc.
Vice President: Kevin Johnson, Milestone
Secretary Treasurer: Marlon Philippi- Hoffman Enclosures

Directors- One-Year Term

Lynn Olson- Merrill Corporation
Mark Jaruszewski- Old Dominion Freight Line
Catherine Currie- Pilot Freight Systems
Scott Kavoukjian- Best Transportation

Directors- Two-Year Term

Josh Halgrimson- Lakeville Motor Express
Danielle Kasen- CH Robinson
Kim Mann- Twin City Fan Companies
Lisa Marie Webster- Traffic Tech