

BYLAWS OF THE TEXAS COURIER & LOGISTICS ASSOCIATION

ARTICLE I - NAME AND PURPOSE

Section 1.1 **Name:** The name shall be TEXAS COURIER & LOGISTICS ASSOCIATION (hereafter referred to as the "Association").

Section 1.2 **Purpose:** The purpose of the Association shall be to promote, encourage, broaden and advance the interests of those engaged in or having to do with messenger, courier and air shipments, and related on-demand and routed transportation services.

Section 1.3 **Insignia:** The Association may adopt an insignia, emblem or logo to be used by members under guidelines for such use established by the Association.

Section 1.4 **Non-Profit Status:** The Association shall be a non-profit organization.

Section 1.5 **Affiliations:** The Association may affiliate with the Messenger Courier Association of the Americas (hereafter referred to as "MCAA") and other similar associations so long as and to the extent such organization's activities affect the welfare of the messenger-courier industry.

Section 1.6 **Fiscal Year:** The Association's fiscal year shall begin on January 1 of each year and end on December 31 of that same year.

ARTICLE II - MEMBERSHIP

Section 2.1 **Authority to Admit Members:** The President shall have the authority to admit new members in any of the below categories. Such authority may be delegated to the Executive Director, if an Executive Director has been elected.

Section 2.2 **Active Members:** A regular, "active" member must be:

(a) Active in the messenger, courier or air shipment business or related on-demand and routed transportation services. All such memberships shall be held in the business name. Only that person whom the member designates as its sole representative shall be allowed to vote. The Board of Directors may determine from time to time the manner and criteria for accrediting representatives of a member firm.

Section 2.3 **Affiliate Members:** Shall be those members of the Association, other than those covered by Section 2.2 or 2.4, who subscribe to and support the objectives and commitments of the Association. Affiliate members shall not have voting privileges.

Section 2.4 **Honorary Memberships:** May be conferred by unanimous vote by the Board of Directors upon individuals who have retired from the active involvement in the industry, or who

have performed eminent service to the Association or the business for which the Association was formed. Honorary members shall not have voting privileges.

Section 2.5 Additional Classes: Additional classes of membership may from time to time be created or established, or the above classes may be changed or altered, by amendment of these Bylaws at any regular or special meeting of the Association's Board of Directors.

Section 2.6 Prospective members: Prospective members shall sign and present a completed application for membership containing an agreement to abide by these bylaws and comply with all rules and regulations of the Association's Code of Ethics. Such application shall be accompanied by whatever appropriate dues or fees shall then be in effect.

Section 2.7 Resignation: Suspension: Termination: Reinstatement

(a) **Resignation:** Any member may voluntarily withdraw from membership at any time, subject only to payment of all current dues, upon written notification indicating such resignation.

(b) **Suspension:** A member who fails to pay its dues or the charges or assessments within sixty (60) days from the time such payments were due shall be so notified and, if payment is not received within the next fifteen (15) days, the Board of Directors will, at its next meeting, decide upon the suspension of such member.

(c) **Termination:** A member may be expelled for any violation of these bylaws or any agreement, rule or practice properly adopted by the Association, including its Code of Ethics, or any conduct deemed prejudicial or detrimental to the interests of the Association. Written and detailed charges shall be furnished to any member being considered for termination at least thirty (30) days prior to the meeting of the Board of Directors set for such purpose. Any member under charges herein shall be offered an opportunity to be heard at such meeting. The Board of Directors shall have the power to take any action it deems appropriate, except that a termination of a member requires a majority vote at a meeting at which at least two-thirds of the entire Board of Directors are present.

(d) **Reinstatement:** Any member who has voluntarily resigned, or who has been dropped from the membership rolls for any reason, may request reinstatement upon written notice to the Board of Directors subject to the provisions of Section 2.6 above and to the payment of any dues, charges or assessments then owing.

ARTICLE III - DUES AND ASSESSMENTS

Section 3.1 Dues: Annual dues for members shall be set by the Board of Directors.

Section 3.2 Special Assessments: Assessments for special purposes may be levied by the Board of Directors as, from time to time, may be necessary; provided that no such special assessment may be levied without approval by two-thirds of the members of the Board of Directors and further provided that any such special assessment may be overturned by a vote of a majority of the active members at any annual or special meeting of the members. Funds from such assessments may not be commingled with the general funds of the Association.

Section 3.3 **Terms:** All dues and assessments shall be payable in advance either on an annual, semi-annual, quarterly, or monthly basis, as determined by the Board of Directors.

Section 3.4 **Termination:** Failure to pay dues or assessments will result in suspension and/or termination in accordance with Section 2.7 above.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1 **Board Composition:** The election of the Board of Directors shall be by the active membership of the Association, as herein provided, and shall consist of eight (8) members. The members of the Board will nominate and elect the officers enumerated in Section 5.1 below.

Section 4.2 **Election of Directors:** The initial Directors shall be those Directors named in the Certificate of Formation for the Association. Thereafter, Directors shall be elected, by ballot, at each annual meeting of the Association by majority vote of the active members in good standing, entitled to vote and present, or represented by proxy, at the annual meeting. The results of the vote shall be announced at the annual meeting. Directors shall be elected for a term of two (2) years to succeed those Directors whose term expires. In the case of a tie, a method of random chance will be used to determine the winner.

Section 4.3 **Chief Electoral Officer:** The Board of Directors shall annually appoint an active member in good standing as Chief Electoral Officer to oversee the election of members of the Board of Directors. The Chief Electoral Officer shall establish such procedures as necessary for governing the election of the members of the Board of Directors.

Section 4.4 **Electoral Examiners:** The Chief Electoral Officer shall appoint at least 3 active members in good standing to serve as Electoral Examiners.

Section 4.5 **Notice of Director Nominations:** At least 30 days prior to the annual meeting, the President or Executive Director, if any, shall notify all members in good standing that nominations for the election to the Board of Directors must be received by him or her at least 15 days before the date of the annual meeting. Nomination forms shall accompany such notification.

- (a) If a nomination is received by the Chief Electoral Officer after the deadline, it shall be submitted for approval to the board of directors prior to the annual membership meeting
- (b) A final call for nominations of a candidate for election to the board of directors shall be made by the chief electoral officer at the beginning of the annual membership meeting, after which the nominations shall be closed.

Section 4.6 **Announcement of Nominations:** An announcement of those nominated for election to the Board of Directors shall be sent to each member in good standing at least 7 days before the day of the annual meeting.

Section 4.7 **Valid Nominations:** Any nomination of a candidate for election to the Board of Directors shall:

- (a) be in writing,

(b) have the consent of the nominee, and

(c) be lodged with the President or Executive Director, if any, at least 15 days before the date of the annual meeting.

Section 4.8 Tie Breaker: In case of a tie in the vote for the last vacancy or vacancies in an election of the Board of Directors, the tie shall be broken by a lot drawn privately by the Electoral Examiners.

Section 4.9 Duties: The duties of the Board of Directors shall be to manage the affairs of the Association so as to further and accomplish goals and objectives of the Association. The Board of Directors shall have full administrative and policy authority in all Association matters, except as otherwise provided in these Bylaws. All actions of the Board of Directors may be subject to referendum vote by the active membership of the Association, and such membership may rescind any act or acts of the Board of Directors, wherein the rights of third persons are not involved, upon a two-thirds (2/3) vote of the active membership who are entitled to vote, except that action with respect to the Bylaws of the Association may be rescinded upon a majority vote.

Section 4.10 Board Authority: The Board of Directors has the authority to enter into contracts on behalf of the Association, to solicit grants and funds, to authorize research, and to otherwise take such action deemed necessary to fulfill the goals and objectives of the Association.

Section 4.11 Schedule of Board Meetings: Regular Meetings of the Board of Directors shall be held immediately after its election by the active membership at the Annual Meeting of the Association, and at least three (3) other times during the year as determined by the Board of Directors or its Executive Committee.

Section 4.12 Special Meetings: Special Meetings of the Board of Directors may be called by the President or, at the written request of any two (2) members of the Board of Directors, or a majority of the Executive Committee, upon the written notice to each member of Board of Directors.

Section 4.13 Notice of Directors' Meeting: Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or e-mail to each Director at that Director's address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed to be delivered when the sender receives evidence of receipt by the recipient. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 4.14 **Quorum:** A quorum for the transaction of business at any meeting of the Board of Directors shall be a majority of the Board of Directors. The President shall act as Chairman of the Board of Directors.

Section 4.15 **Board Compensation and Reimbursed Travel:** With the exception of the Executive Director and except as set forth in Section 5.9, the elected officers and members of the Board of Directors shall serve without compensation, and none shall accept remunerative employment by the Association. When a Director is not compensated by others for travel expenses to Association meetings, his or her expenses may be reimbursed by the Association with approval of the Board of Directors or the President.

Section 4.16 **Resignation:** Resignation by a member of the Board of Directors, for any reason, may be submitted at any time to the President or Secretary of the Association. Vacancies created by such resignations shall be filled by majority vote of the Board of Directors. If the Board has not filled a vacancy(ies) by the time of the elections at the annual meeting, then that vacancy(ies) shall be filled by the winning candidate(s) receiving the least number of votes. Any Director[s] thus appointed or elected shall serve only the balance of the unexpired term.

Section 4.17 **Indemnification:** (a) Every person who is or has been an officer or director of this Association shall be indemnified and held harmless by the Association from and against all costs and expenses which may be imposed upon or reasonably incurred by him or her in conjunction with or arising out of any claim, action, suit or proceeding in which he or she may be involved by reason of being or having been an officer or director of this Association, whether or not he or she continues to be an officer or director at the time such costs and expenses are imposed or incurred, unless he or she is guilty of intentional misconduct or gross negligence. This provision shall be interpreted to provide indemnification rights to the maximum extent authorized by applicable law.

(b) Cost and expenses shall include, but not be limited to, attorneys' fees, amounts of judgments against, and amounts paid in settlement by or on behalf of any such officer or director.

(c) The foregoing rights of indemnification shall not be exclusive of other rights to which any such officer or director may be entitled as matter of law or pursuant to the Association's Certificate of Formation.

Section 4.18 **Insurance:** The Association may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Association or who is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic association, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Association would have the power to indemnify him or her against that liability. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Association would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the members of the Association. Without limiting the

power of the Association to procure or maintain any kind of insurance or other arrangement, the Association may, for the benefit of persons indemnified by the Association, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Association; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Association or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Association or any of its members. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the Directors approving the insurance or arrangement to liability, on any ground, regardless of whether Directors participating in the approval are beneficiaries of the insurance or arrangement.

Section 4.19 Action by Directors without Meeting: Any action required by the Texas Business Organizations Code to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Board of Directors entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote. A telegram, telex, cablegram, e-mailed PDF document or similar transmission by a Director or member of a committee or a photographic, photostatic, facsimile, e-mailed PDF document or similar reproduction of a writing signed by a Director or member of a committee shall be regarded as signed by the Director or member of a committee for purposes of this section.

ARTICLE V - DUTIES OF OFFICERS AND EXECUTIVE DIRECTOR; REMOVAL; REPLACEMENTS

Section 5.1 Officers: Officers of this Association shall consist of a President, Vice President, Secretary and Treasurer. Each officer must be the designated representative from his or her company, which business must be an active member, in good standing in this Association.

Section 5.2 Officer Length of Term: Officers will serve one-year terms, with a limit of two consecutive terms in any one office.

Section 5.3 President: The President shall, when present, preside at all meetings of the Association, including Board of Directors meetings, and have power to call special meetings of the Association or Board of Directors, as provided herein, for any purpose or purposes.

Section 5.4 Vice-President: The Vice-President shall have such powers and perform such duties as shall be assigned to him or her by the Board of Directors, and, in the absence of the President, shall preside at meetings of the Association and, during the absence, unavailability or disability of the President, shall perform the duties of the President.

Section 5.5 **Secretary:** The Secretary shall give, or cause to be given, notice of all meetings of the Association and all other notices required by law or by these bylaws. In the event of the Secretary's absence or inability to do so, such notice may be given by any person directed by the President, the Board of Directors or members upon whose requisition the meeting is called as provided by these Bylaws, and record all of the proceedings of the meetings of the Association or Board of Directors, and perform such other duties as may be assigned to him or her by the Board of Directors or the President.

Section 5.6 **Treasurer:** The Treasurer shall have custody of all funds, securities, evidence of indebtedness, and other valuable documents of the Association; receive and give or cause to be given, receipts and acquittances or moneys paid in or account of the Association; pay out of the funds on hand all just debts of the Association of whatever nature upon maturity of the same unless otherwise directed by the Board of Directors or the President; enter or cause to be entered in the books of the Association full and accurate accounts of the Association; and whenever required by the Board of Directors or the President, render a statement of cash accounts; keep or cause to be kept such books and records as will show a record of expenses, losses, gains, assets and liabilities of the Association; present and make to the annual meeting of the Association and all Board of Directors meetings a report of the finances of the Association; and to perform all other duties incidental of the office of Treasurer.

Section 5.7 **Succession:** All officers herein shall exercise the duties of the offices for which they were elected until their successors have been duly elected and qualified.

Section 5.8 **Vacancies:** Officer vacancies for whatever reason shall be promptly filled for the balance of their term by a majority vote of the Board of Directors.

Section 5.9 **Executive Director:** The Executive Director, if any, may in the discretion of the Board of Directors, be hired by the Board of Directors to maintain a central office for the purpose of administering the day-to-day affair of the Association. In lieu of an Executive Director, the officers of the Association shall perform the duties of the Executive Director and may be compensated for performing such duties to the extent authorized by the Board of Directors (but in any event shall be reimbursed for expenses reasonably incurred in the performance of such duties). The Executive Director shall be responsible to the Board of Directors in all of his or her duties, and shall carry out such duties at the direction of the Board of Directors. The salary or any method of payment to the Executive Director will be determined by the Association's Board of Directors.

ARTICLE VI - GENERAL AND SPECIAL MEETINGS

Section 6.1 **Annual Meeting:** The Annual Meeting of the Association shall be at such time and place as determined by the Board of Directors.

Section 6.2 **Meeting Notice:** The Association shall give Members written notice of the date, time and place of each annual and special members' meeting. Such notice shall be given, either personally or by mail, not less than ten (10) nor more than sixty (60) days before the date of the meeting, except that notice of a special members meeting to act on an amendment of the Certificate of Formation, a plan or merger, a proposed sale of assets or the dissolution of the

Association shall be given not less than twenty-five (25) nor more than sixty (60) days before the meeting. The Association shall hold a special members' meeting on call of the President, the Board of Directors, or a majority of the Executive Committee. Notice of a special meeting shall state the purpose or purposes for which the meeting is called.

Section 6.3 Affiliate and Honorary Members: Affiliate and honorary members will not be permitted to vote nor hold office nor be a member of the Board of Directors, and their admission to membership shall be determined by the President, subject to review by the Board of Directors. Such authority may be delegated to the Executive Director (if any).

Section 6.4 Special Meeting Quorum: A quorum for the transaction of business at any annual or special members' meeting of the Association shall be no less than fifteen percent (15%) of the active members who shall be present in person or represented by proxy at such duly called meeting.

Section 6.5 Officeholder and Voting Qualifications: Active members shall be the only class of membership in the Association entitled to vote or hold elected office.

Section 6.6 Voting: Each voting member shall be entitled to cast one (1) vote upon each and every question properly coming before any business meeting of the Association. Except as otherwise specified, all matters will be decided by a majority vote of both those in attendance and those who have submitted proxy votes in advance.

Section 6.7 Voting List: After fixing a record date for the notice of a meeting, the Board of Directors shall prepare an alphabetical list of the names of all the voting members who are entitled to notice of the meeting. No later than two (2) business days after the date notice is given of a meeting for which a list was prepared, as provided above, and continuing through the meeting, the list of voting members must be available for inspection by any member entitled to vote at the meeting for the purpose of communication with other members concerning the meeting at the Association's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A voting member or voting member's agent or attorney is entitled on written demand to inspect and to copy the list at a reasonable time and at the member's expense during the period it is available for inspection. The Association shall make the list of voting members available at the meeting, and any voting member or voting member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

ARTICLE VII - COMMITTEES AND PUBLICATIONS

Section 7.1 Committees: The Board of Directors is authorized to form and appoint standing and special committees as may be needed from time to time to fulfill the goals and objectives of the Association, and to disband any committee. The President shall be an ex-officio member of each committee and serve as liaison to the Board of Directors.

Section 7.2 Standing Committees: Standing Committees may include, but not be limited to, the following:

- Convention and Exposition
- Government and Legal Affairs
- Industry Promotion and Outreach
- Membership Development and Retention
- Member Services
- Strategic Planning

Section 7.3 **Publications:** To inform the industry and expand the literature in the field of transportation, the Association may sponsor a magazine, journal, newsletter, website or other publications suitable to its mission. The Association may also utilize new technologies for collecting and disseminating information.

ARTICLE VIII - EXECUTIVE COMMITTEE

Section 8.1 **Executive Committee:** The Executive Committee shall be composed of the officers enumerated in Section 5.1 above, plus the Immediate Past President. The Executive Director (if any) will serve Ex Officio and will have no vote. The Executive Committee shall have power to make policy decisions requiring action between meetings of the Board of Directors and shall prepare and submit for Board of Director approval all actions taken by it.

ARTICLE IX - ANNUAL AUDIT REVIEW

Section 9.1 **Financial Review:** At the conclusion of each fiscal year, the Board of Directors will cause an audit review or compilation of the Association's books and financial records to be rendered by an independent certified public accountant and submitted to it for approval.

ARTICLE X- BYLAW AMENDMENTS

Section 10.1 **Amendments:** The Board of Directors may amend these Bylaws by a two-thirds vote of the directors present. Notice of such vote must be mailed to each director at least twenty-one (21) calendar days prior to the meeting that such amendment is to be considered.

Section 10.2 **Publication of Amendments:** Any amendments so passed by the Board of Directors must then be published and distributed in the Association's membership.

ARTICLE XI - DISSOLUTION OF THE ASSOCIATION

Section 11.1 **Dissolution:** A vote to dissolve the Association shall require an affirmative vote of two-thirds or more of the active members entitled to vote. In the event of dissolution of the Association, all assets remaining after payment of all debts of the Association shall be transferred by the Board of Directors to the State of Texas or any instrumentality or subdivision thereof exclusively for public purposes, or to any not-for-profit Association, trust, foundation or other organization whose purposes are substantially the same as those of the Association and which, at the time of transfer, is exempt from Federal income taxation under Section 501(c)(6) of the Internal Revenue Code or the corresponding provisions of any subsequent Federal tax law.

Any such assets not so transferred by the Board of Directors shall be disposed of by the proper court of the County in which the principal office of the Association is located, exclusively for such tax-exempt purposes or to such tax-exempt organization as the court shall determine. No member, Director or Officer of the Association, or any private individual, shall be entitled to share in the distribution of any assets of the Association on dissolution of the Association.

ARTICLE XII – MISCELLANEOUS

Section 12.1 Waiver of Notice: Whenever any notice is required to be given to any member or director of the Association under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance at the meeting, shall also be deemed to be a waiver, unless the member or director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 12.2 Meetings by Telephone Conference, Electronic or Other Remote Communications Technology: Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the Association, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such members, board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 12.3 Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 12.4 Checks, Drafts, etc.: All checks, drafts or other instruments for payment of money or notes of the Association shall be signed by such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors.

Section 12.5 Deposits: All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 12.6 **Gifts:** The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

Section 12.7 **Financial Records and Annual Reports:** The Association shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Association, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Association shall be kept at the registered office or principal office of the Association in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Association may charge for the reasonable expense of preparing a copy of a record or report.

Section 12.8 **Severability:** Should any portion of these Bylaws be declared invalid, for any reason, such action shall not render the remainder of these Bylaws invalid.