

OTA Bylaws

OREGON TRUCKING ASSOCIATIONS, INC.

An Oregon Nonprofit Corporation

MISSION: The mission of the Oregon Trucking Associations (OTA) is to advocate for Oregon's trucking industry by positively influencing laws and regulations, promoting highway safety, enhancing the industry's image and providing other educational programs that promote a healthy business environment.

PURPOSE: The purpose of this Association shall be as stated in the articles of incorporation and these bylaws which are among others:

DISSEMINATE INFORMATION TO MEMBERS

To gather, tabulate and disseminate among its members information concerning the trucking industry in the United States of America and particularly such matters as affect the industry directly or indirectly in the State of Oregon.

SERVICE ORGANIZATION

The Association or its subsidiaries shall carry on a continuous campaign of education among the members of the industry, their drivers, administrative and service people, in the interests of the trucking industry, the shipper, consignee and the public at large.

To establish such regions, conferences, councils, chapters or committees as may be necessary to render services to the members and for carrying out the general mission and purposes of the Association.

ENCOURAGE HIGH STANDARDS

To improve the condition of the trucking industry in every proper and lawful manner; and to meet at stated periods for the discussion and dissemination of reliable information relative to the best methods of conducting business from the stand point of practical experience.

PROMOTE SAFETY

To cooperate with public officials and bodies charged with the enforcement of laws, relating to highway transportation, and to assist in the enforcement of such laws.

To foster and promote greater safety in the operation and driving of trucks on the streets and highways everywhere, to study and encourage the use of practical safety devices on motor vehicles and highways. To encourage and support efforts to teach better methods of mechanical maintenance, promote trucking careers and to train drivers in the safe operation of vehicles and courtesy to the public always.

LEGISLATIVE INFORMATION

To promote and secure needful laws and regulation. To collect and disseminate to its members all information with respect to laws, rules and regulations of the United States and the State of Oregon which are of concern to the industry and to inform the members as to the actions of legislators and public officials with respect to the industry.

RECIPROCITY BETWEEN STATES

To foster, promote and facilitate reasonable business and reciprocity agreements between the State of Oregon and other states and the Dominion of Canada and Mexico, that enhance motor carrier operations, safety and efficiency.

PUBLIC RELATIONS

To establish better relations between the public and members of the trucking industry; to keep the public informed and educated as to the taxes which are paid by the trucking industry and the purpose for which these taxes are used; to encourage the extension and improvements of highways as natural commercial assets of the country and to advance in every way the welfare and best interests of the industry so that it may merit the full confidence of the public which it serves.

NOT FOR PROFIT

The purpose of the Association in carrying out the objects herein set forth shall not be for profit, but shall be service and the promotion and development of the trucking industry in the State of Oregon. Services and goods need not be offered at cost, providing any proceeds after expenses are applied to further the mission and purposes of Oregon Trucking Associations, Inc.

BYLAWS OF THE OREGON TRUCKING ASSOCIATIONS, INC.

ARTICLE I

OFFICES & AFFILIATIONS

- 1.1 Offices. The principal office of the corporation shall in the state of Oregon and at a location determined by the Board of Directors. The corporation may have such other offices, either within or without the State of Oregon as the Board of Directors may designate, or as the business of the corporation may from time to time require.
- 1.2 Affiliations. This Association shall affiliate with the American Trucking Associations, Inc. of Alexandria, Virginia; and may affiliate with and/or establish relations with any other transportation commercial or industrial association or organization as approved by the Board of Directors.

ARTICLE 2

MEMBERSHIP

- 2.1 Qualification. Any reputable person, firm, co-partnership, partnership, limited partnership, or corporation engaged in the transportation of property or passengers by motor vehicle or other conveyance over the highways, roadways, streets and thoroughfares of the State of Oregon, who is in accord with the purposes of the Association and desires to assist in furthering its activities, shall qualify for carrier membership in the Association. Any company that provides a product or service to the trucking industry and is in accord with the purposes of the Association and desires to assist in furthering its activities shall qualify for supplier membership. Both carrier and supplier members are eligible for all benefits provided by the Association. Members shall function within the organization through designated and established conferences and with the submission of an application for membership the applicant will designate the conference, or conferences, in which it will participate.
- 2.2 Group Petition for Membership. Any existing group that wishes to come into the membership of the Oregon Trucking Associations, Inc., may upon petition submitted to and approved by the Board of Directors, be admitted with the joining in such petition by the group's individual members who thereby agree to pay the applicable dues and conform with the bylaws.
- 2.3 Representation. Members shall be represented on the Board of Directors by members elected thereto from each conference, region and council as provided in Article 5, Section 2.
- 2.4 Application. All applicants for membership shall complete and sign the form of application provided by the Association and submit the application to the principal office of the Association. All membership applicants must be approved by the Board of Directors.
- 2.5 Withdrawal or Disqualification.
 - 2.5.1 Withdrawal. Any member of the Association may withdraw from the Association by giving thirty (30) days written notice of intent to do so. Resignation does not relieve the member from any obligations the member may have to the Association as a result of obligations incurred or commitments made prior to resignation.
 - 2.5.2 Termination, Expulsion or Suspension. The Board of Directors may terminate, suspend or expel any member for one or more of the following causes:
 - (A) for conduct or activities determined to be detrimental to the interest of the Association or to the trucking industry.
 - (B) for failure to make timely payment of dues adjudged to be applicable in the case. Non-payment of dues subjects a member to suspension of membership after sixty (60) days and termination of membership if not paid within 120 days.

A member may be terminated, expelled or suspended by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination, expulsion or suspension and the reasons therefor, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination, expulsion or suspension. The decision of the Board shall be final and shall not be reviewable by any court.

A member who has been terminated or expelled shall be liable to the Association for dues, assessments or fees as a result of obligations incurred by the member prior to termination or expulsion.

No member who has been suspended shall be reinstated or permitted to exercise any privileges of membership until all matters entering into such suspension shall have been satisfactorily settled and all moneys due the Association, including dues, charges and assessments for or incurred prior to and during the period of suspension, shall have been paid or satisfied.

All property rights, interests or other rights and privileges in or to this Association shall cease upon termination or expulsion and during any period of suspension.

- 2.6 Use of Assets. It is an expressed condition of membership in this organization that no member can claim or receive any refund or dividend from any of the funds subscribed to this Association but that all money taken in by this organization shall be spent for the purposes of the organization. In the event of the dissolution of the corporation the net assets of the organization, after payment of all obligations thereof, shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE 3

ORGANIZATION

- 3.1 This organization's membership will be comprised of conferences, regions, chapters, and councils representing the different interests within the membership. Any member in good standing may participate in such conference, region, chapter and council, subject to the rules which may be fixed by the group, as provided in Article 3, Section 3.3.
- 3.2 Maintenance of a conference, region, chapter, or council's affiliation with the Oregon Trucking Associations, Inc. shall depend upon a reasonable showing at all times of a continued, adequate, and equitable representation and voice for all classes or types in its membership in the affairs of this corporation. From time to time the Board of Directors of the Association may establish standards of organization and required performance for the Associations' conferences, regions, chapters or councils.
- 3.3 Actions by Conferences, Regions, Chapters or Councils. Upon its authorization by the Board of Directors, any conference, region, chapter or council may perfect and pursue its own plan of organization, rules and operations, subject to the provisions of Section 3.2 of this Article. Each duly established body of the Association shall be free to collect funds to support their activities and act independently in its designated territory provided such action does not conflict with policy set by the Board of Directors.
- 3.3.1 Contracts. No duly established body or member of the Association may commit the corporation to any contract (verbal or otherwise) for any purpose without the prior approval of the Associations' Board of Directors in writing and any duly established body or member entering into any contract, whether as an individual or as a member or officer of a conference, region, conference, council or chapter or any other duly constituted body of the Association, must indicate clearly to the person or firm with who he/or she is dealing as an individual or representative for other individuals in the conference, region, conference, council or chapter and not as an agent for the Association.
- 3.4 Conferences. Conferences have been established by the Board of Directors to bring like-classified carriers together who have similar operating interests. The Association currently has eight established conferences. Oregon Draymen & Warehousemen's Conference; Oregon Dump Truck Conference; Oregon Log Truck Conference; Oregon Motor Transport Conference; Oregon Movers Conference; Oregon Tank Truck Conference; Private Carriers Conference; and, the Allied Industry Conference.

Each conference shall elect one director to serve on the Association Board of Directors who shall communicate with other conference members and represent their interests before the Board and other industry/legislative groups.

Additional conferences may be established by the Board of Directors upon its own motion or upon receipt of a petition by an existing organization or group applying for conference status, or upon petition by ten (10) or more existing carrier members in good standing in an unrepresented class.

- 3.5 Geographic Regions. The Board of Directors may establish regional groups for members within the industry. Any members in good standing, domiciled within the geographic region, as determined by the Board of Directors, may participate in such region, subject to the rules of enrollment and participation fixed by the respective region. Such rules are subject to review and approval of the Board of Directors.

Subject to the power of the Board of Directors to change the number and revise the areas of such regions, as indicated below, the regional composition of the membership are established as follows:

| <u>Metro</u> | <u>Southern</u> | <u>Eastern</u> | <u>Willamette</u> | <u>Central</u> |
|--------------|-----------------|----------------|-------------------|----------------|
| Clackamas | Coos | Baker | Benton | Crook |
| Clatsop | Curry | Grant | Lane | Deschutes |
| Hood River | Douglas | Harney | Lincoln | Gilliam |
| Multnomah | Jackson | Malheur | Linn | Jefferson |
| Tillamook | Josephine | Morrow | Marion | Sherman |
| Washington | Klamath | Umatilla | Polk | Wasco |
| Yamhill | Lake | Wallowa | | |

The Board of Directors shall have the power to change or revise such geographical regions provided, however, that no such action shall be taken by the Board without first having given the membership of the region or regions affected at least thirty (30) days notice of such proposed action. No new or revised region shall be established by the Board of Directors unless such region shall embrace an area where at least thirty five (35) members, active and allied, are located.

The primary function of the regions shall be to assist in carrying out the purpose, program and policies of the Association as authorized by the Board of Directors.

- 3.5.1 Regional Directors. Each region shall elect one director to serve on the Association Board of Directors who shall establish and maintain liaison with motor carriers, allied industry and other interested parties within their region and act as the arm of the Association in developing local, specialized and continuous communication to and from the Association. Such directors shall cooperate with the Chairperson, the President and Board of Directors in carrying out legislative, membership and other programs.

- 3.6 Chapters. The Board of Directors may establish chapters in communities within the geographical regions of the Association at the request of five (5) or more members of the Association. Chapters shall be established to more effectively carry out the purposes of the Association and provide the means for members to meet, associate and discuss matters of mutual interest more frequently and in closer proximity to their residence or places of business.

- 3.7 Councils. The Board of Directors may also establish and create appropriately named councils of the Association to provide means for carrying out of various activities of the Association and to meet, associate and discuss matters of mutual interest. Each council shall elect one director to serve on the Association Board of Directors who shall communicate with other conference members and represent their interests before the Board and other industry/legislative groups.

ARTICLE 4

DUES AND ASSESSMENTS

- 4.1 The annual dues of the Association shall be determined by the Board of Directors which shall also determine the method of payment and period to be covered by the dues.

- 4.2 Failure of a member to timely pay dues and/or assessments established by the Association, to the Oregon Trucking Associations, Inc., shall subject the member to suspension and termination in accordance with the provisions of Article 2, Section 2.6.
- 4.3 Upon payment of said delinquencies, the President [and CEO] or staff shall notify the member of its restoration to full membership privileges and standing in the Oregon Trucking Associations, Inc.
- 4.4 It is recognized and acknowledged that occasionally members experience short term difficulties that might delay the timely payment of dues and/or assessments. At the request of the member, the President, and/or the Board of Directors, payment of moneys due the Association may be delayed up to a period of six (6) months without suspension, at which time all dues and/or assessments must be paid in full.

ARTICLE 5

BOARD OF DIRECTORS

- 5.1 **General Powers.** The business and affairs of the corporation will be managed by its Board of Directors. The Directors shall, in all cases, act as a board and may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they deem proper, not inconsistent with the Articles of Incorporation, these bylaws and the laws of the State of Oregon.
- 5.2 **Composition, Tenure & Qualifications.**
 - 5.2.1 **Composition.** The Board of Directors shall consist of the officers of the corporation as provided in Article 6, Section 1, the Immediate Past Chairperson, three Directors at Large and one representative from each of the regions, conferences and councils. Only one director may be elected to represent each region, council, or conference of the Association on its Board of Directors. All persons who serve on the Board of Directors shall be members of the Association or the duly designated representatives of members of the Association.

Any member of the Association, who resides in Oregon, and has been elected to a national office in an affiliated organization (Section 1.2) will be given a position on the Associations' Board of Directors for the duration of his or her national term.

Any past Chairperson of the Board, except for the Immediate Past Chairperson, shall be a non-voting, ex-officio member of the Board, entitled to attend and participate in all meetings of the Board of Directors, so long as said past Chairperson of the Board continues active membership in the Association.
 - 5.2.2 **Tenure.** Each director shall take office on the first day following election and/or ratification at the annual meeting. Directors will serve for one year, or until a successor shall be elected and qualified.
 - 5.2.3 **Attendance.** Any elected officer or director who shall have been absent from three (3) consecutive regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors and the vacancy shall be filled as provided by these bylaws; however, the Board of Directors shall consider each absence of an elected officer or director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.
 - 5.2.4 **Removal of Director.** A director may be removed from an office by an affirmative vote of a majority of the remaining directors taken at a meeting for that purpose.
- 5.3 **Vacancies.** Any vacancy, either by resignation or failure of the members to elect the number of directors as provided by the bylaws prior to any annual meeting of the corporation, may be filled by a majority vote of the remaining directors. Any director elected to fill a vacancy, as provided herein, shall be elected for a term ending with the next annual meeting of the corporation.
- 5.4 **Annual and Regular Meetings.** An Annual Meeting of the Board of Directors shall be held at the Annual Meeting of the membership each year, or as soon thereafter as is practicable for the purpose of installation of directors and for the transaction of other business as may come before the meeting. The Board of Directors may designate any place, either within or without the State of Oregon, as the place of the meeting and for the Annual Meeting. The Board of Directors may provide, by resolution, the time

and place, either within or without the State of Oregon, for the holding of regular meetings as often as necessary, but not less than quarterly, without other notice other than such resolution. If the installation of directors shall not be held on the date designated herein for any Annual Meeting of the Directors, or at any adjournment thereof, the Board of Directors shall cause the installation to be held at a special meeting of the Board of Directors as soon thereafter as convenient.

- 5.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board, the President of the corporation, or any five (5) directors. The Chairperson, the President or the directors calling a special meeting of the Board of Directors may fix any reasonable place, either within or without the State of Oregon, as the place for holding the special meeting of the Board of Directors called by them. The Board may permit any and all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all participating directors simultaneously hear each other during the meeting. The Articles of Incorporation may not be amended, nor may this corporation be dissolved, unless notice of the proposed amendment or dissolution is either given to or waived by each director.
- 5.5.1 Special Meeting Notice. Notice of any special meeting of the Board of Directors shall specify the date, location, time and purpose of the meeting and shall be given to each director not less than seven days prior to such meeting either:
- (A) By written notice delivered personally, by telegram, or registered mail, to such director at his business address or at such other address as said director shall have designated in writing and filed with the Secretary of the corporation; or by fax, word of mouth, telephone or radiophone, personally to such director, in each case. If mailed, the notice shall be deemed delivered when the notice is given to the U.S. Postal Service.
 - (B) Whenever any notice is required to be given to any director of the corporation under the Articles of Incorporation or these bylaws, or provision of any law, a waiver thereof, in writing, signed at any time, either before or after the time of the meeting, by a director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any annual, regular or special meeting of the Board of Directors need be specified in the notice of waiver or the notice of such meeting, except as other provided for in these bylaws.
- 5.6 Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or by these bylaws.
- 5.6.1 Quorum. At least one-third of the 27 officers and directors must be present at a meeting to constitute a quorum.
- 5.6.2 Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof, of which the director is a member, in which any action on any corporate matter is taken, shall be presumed to have assented to the action taken, unless that director's dissent shall be entered in the minutes of the meeting or unless the director files written dissent of such action with the person acting as the Secretary of the meeting before adjournment thereof or forwards such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action. Presumption of assent will not apply if the director objects at the beginning of a meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting.
- 5.7 Resignation. A director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the corporation. Unless a later date is otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of such officer and the acceptance of the resignation shall not be necessary to make it effective.
- 5.8 Compensation. No compensation shall be paid to the directors, as such, for their services, but by resolution of the Board of Directors, Directors may receive reimbursement for their expenses incurred

for actual attendance at each regular meeting or Special Meeting of the Board of Directors and/or other expenses incurred by said director in the course of duties on behalf of the corporation. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor, provided such action does not violate the provisions of the Oregon Nonprofit Code.

- 5.9 Unanimous Consent Without Meetings. Any action required or permitted by the Articles of Incorporation or bylaws or any provision of law, to be taken by the Board of Directors or any committee thereof, at a meeting, by resolution, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to such action.

ARTICLE 6

OFFICERS

- 6.1 Number. The officers of the corporation shall be a Chairperson of the Board, hereinafter "Chairperson," a Vice Chair, a Secretary/Treasurer and the American Trucking Associations, Inc. State Vice President to be elected by the membership at the Annual Meeting of the Association and to serve until their successors have been duly elected and qualified. In addition, not less than four Vice Presidents shall be designated by the Chairperson, as provided in Article 6 Section 4.3. Each officer shall be elected to serve a two-year term and must be a member in good standing.
- 6.1.1 Allied Members. An allied member shall only serve as Chairperson or Vice Chair at any one time.
- 6.2 Eligibility. Any [Sustaining] member in good standing shall be eligible for nomination and election for any elective office of this Association.
- 6.3 Nominations. In accordance with the procedure specified in Article 10, Section 3, the Nominating Committee shall prepare and submit to the members at the Annual Meeting a nomination for each of the elective offices of the Association. Any person so nominated shall have given his prior consent to nomination and election as an officer. Additional nominations may be made from the floor for any office.
- 6.4 Duties of Officers.
- 6.4.1 Chairperson. The Chairperson shall be the chief elected officer and head of the corporation. He or she shall preside over all meetings of the members and appoint all ad hoc and special committees, as well as appoint chairs of each standing committee, as established by the Board of Directors, and shall appoint additional members of any standing committee as may be necessary. He or she shall be the inspector of all the elections and shall certify who is elected. The Chairperson and or the President shall on behalf of the corporation sign all contracts and other instruments binding on the corporation, unless otherwise expressly directed by the Board of Directors. The Chairperson shall have general supervision over all Board of Directors' decisions and actions.
- The Chairperson shall preside over meetings of the membership and of the Board of Directors and shall also serve as a member, ex-officio, with right to vote, on all committees except the Nominating Committee. He or she shall perform such other duties as are set forth in the Articles of Incorporation or bylaws or shall be assigned by the Board of Directors. The Chairperson will serve a two year term as Past Chair following his/her term as Chair.
- If at any meeting of the members of the Association, or of the Board of Directors, the Chairperson is absent, and no one authorized to perform the duties is present, then a Chairperson protem shall be selected from the board members present.
- 6.4.2 Vice Chair. In the event of the absence of the Chairperson, the Vice Chair shall act in the place of the Chairperson. The Vice Chair shall become Chairperson after serving his or her term as Vice Chair, unless the Board of Directors determines there are unusual or special reasons to depart from this succession. The Vice Chair shall be responsible for additional duties as assigned by the Chairperson.
- 6.4.3 Vice Presidents. Vice Presidents shall be designated by the Chairperson to serve as Chairperson of the Association's Issues Committees as provided Article 10, Section 2. They

shall be responsible for such additional duties as are individually assigned to them by the Chairperson.

6.4.4 Secretary/Treasurer. The Secretary/Treasurer shall be in charge of the Associations' funds and records. As Treasurer, he or she shall collect all member dues and/or assessments; shall have established proper accounting procedures for the handling of the Associations funds and shall be responsible for the keeping of funds in such banks, trust companies and/or investments as approved by the Board of Directors. The Secretary/Treasurer shall report on the financial condition of the Association at all meetings of the Board of Directors and at other times when called upon by the Chairperson. The Secretary/Treasurer of the Association shall be responsible for the proper and legal mailing of notices to members. He or she shall see to the proper recording of proceedings of meetings of the Association, Board of Directors and all committees; and carry into execution all orders, votes and resolutions, not otherwise committed. The Secretary/Treasurer shall perform such other duties as may be delegated by the Chairperson.

6.5 Vacancies. If the Chairperson is unable to fulfill his or her term, the Vice Chair will fill this position for the balance of the term. If the partial term of service is less than one year, he shall also fulfill his two-year term; if it is one year or more, he shall only fill the remainder of the term. All other vacancies may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting. The Board of Directors, in its discretion, by two-thirds vote, of all of its members, may remove any officer from office for cause.

ARTICLE 7

VOTING AND ELECTIONS

- 7.1 Before or at the Annual Meeting of the Oregon Trucking Associations, Inc., each region, council and conference will elect to serve for the ensuing year the quota of directors herein specified. Election of directors from each or group will be under the rules of the region, council or conference so involved. Directors so elected will be presented to the membership at its annual meeting for ratification, and upon such, will be duly qualified to serve as a director of the Oregon Trucking Associations, Inc.
- 7.2 In accordance to the provisions of Article 10 Section 3, the Nominating Committee will present to the membership of the Association its candidates for Chairperson, Vice Chair, Secretary/Treasurer, the ATA State Vice President and three Directors at Large for ratification. Upon such, these candidates will be duly elected and qualify to take office as a director of the Oregon Trucking Associations, Inc.
- 7.3 Each member of the Board of Directors shall be entitled to be represented at any meeting of the corporation and shall be entitled to one (1) vote upon each subject properly submitted to vote.

ARTICLE 8

MEMBER MEETINGS

- 8.1 Annual Meeting. The annual meeting of the members of this corporation for the transaction of any business relating to the affairs of the Association shall be held on such date and at such time and place as may be designated by the Board of Directors. The election of officers and directors, if they are to be elected, may be conducted at the annual meeting of the Association or in such other manner as may be established by the Board of Directors. At least 45 days in advance notice shall be given of the annual meeting. If, for any reason, the annual meeting is not held at the time above specified, it may be held at a different date with the consent of a majority of the Board, or upon written notice given in the manner hereinafter provided for special meetings of the members and given at least three (3) days in advance of the time set for such meeting.
- 8.2 Special Meetings. A special meeting of the members may be called at any time by the President, or by not less than five (5) members of the Board of Directors. The method by which such a meeting may be called is as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed meeting, signed by the Chairperson or President, or by not less than five (5) members of the Board of Directors, the Secretary/Treasurer shall prepare, sign and mail the notices requisite to such meeting. Such notices may be signed by, stamped, typewritten or printed signatures of the Secretary.

At least seven (7) days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purpose of such meeting shall be mailed, as hereinafter provided, to each member entitled to vote at such meeting. Business not mentioned in the notice shall not be transacted at such a meeting

- 8.3 Directors and Members' Address. Each member and each director shall furnish the Secretary/Treasurer with an address at which notice of annual and special meetings and other notices may be mailed.
- 8.4 Member Meeting Quorum. Those members in good standing present at a general membership meeting constitute the quorum.

ARTICLE 9

EXECUTIVE AND STAFF

- 9.1 The Board of Directors shall employ a chief executive officer (CEO) whose title shall be President and whose terms, and conditions of employment shall be specified by the Board of Directors.
- 9.2 The President shall manage and direct all activities of the Association and shall be responsible to the Board of Directors. The President shall be the official spokesperson of the Association. He or she shall employ and may terminate the employment of members of the staff necessary to carry on the work of the corporation and fix their compensation with the approval of the Board of Directors as provided in Article 5, Section 5.1. The President shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall, in their judgment, be in the best interest of the Association.

ARTICLE 10

ASSOCIATION COMMITTEES

- 10.1 Executive Committee. The Executive Committee of the Association shall consist of the Chairperson, Vice Chair, Immediate Past Chairperson, ATA State Vice President, Secretary/Treasurer, Director Allied Industry Conference and Vice President of OTA Insurance Services and representative board members as appointed by the Chairperson of the Board. No more than four allied members shall serve on the Executive Committee. The total number of Executive Committee members may not exceed ten. The Chairperson shall be the presiding officer of the Executive Committee.
- 10.1.1 Duties. The Executive Committee shall possess and may exercise all the powers of the Board of Directors between meetings of the Board, and in general shall be responsible for the coordination, planning, and administration of all association activities and for such other specific duties as may from time to time be assigned to it by the Board of Directors. Actions of the Executive Committee shall be reported to the Board within thirty days following the Executive Committee Meeting and ratified the next Board meeting.
- 10.1.2 Executive Committee Quorum. A quorum shall consist of no fewer than two thirds of elected and appointed committee members in office at the time of the meeting.
- 10.2 Issues Committees. The Board of Directors shall establish and prescribe the duties of Issues Committees and the Chairperson shall appoint an individual from among the members to preside over the committee, with the title of Vice President.
- 10.2.1 Membership Participation. Once an Issues Committee has been established, the Chairperson shall notify the Association membership of its existence and invite their voluntary participation. Each of the Issues Committee Vice Presidents shall have authority to appoint members in good standing to their respective committees. The Vice Presidents of each Issues Committee shall call such meetings of the Committees as the business of the Association may require.
- 10.3 Nominating Committee. At least 30 days prior to the annual meeting, the Chairperson shall appoint a nominating committee consisting of the Immediate Past Chairperson and three (3) director representatives to serve with the Past Chairperson presiding for the purpose of nominating the next Chairperson, Vice Chair, Secretary/Treasurer, ATA State Vice President and three Directors at Large.

- 10.4 Ad Hoc Committees. The Chairperson of the Board shall have the authority to appoint any special committees and ad hoc committees as he [and] or she shall deem appropriate, from time to time. These special and ad hoc committees will serve at the pleasure and direction of the Board of Directors.
- 10.5 Any committee which has the authority of the Board of Directors must consist of directors only. No committee may authorize distributions; approve or recommend to members the dissolution, merger or sale, pledge or transfer of all or substantially all of the corporation assets; elect, appoint or remove directors or fill vacancies of the Board; or adopt, amend or repeal the Articles of Incorporation or bylaws. Furthermore, committees shall not establish or execute any policy of the corporation except as approved by the Board of Directors.

ARTICLE 11

CONTRACTS, LOANS, CHECKS AND DEPOSITS

- 11.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the Chairperson, President, [CEO] and by the Secretary/Treasurer, and when so executed, no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.
- 11.2 Loans. No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.
- 11.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers and agent or agents of the corporation, and in such manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.
- 11.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

ARTICLE 12

OFFICERS' AND DIRECTORS' LIABILITY AND INDEMNITY

- 12.1 Officers' and Directors' Liability and Indemnity. Each director or officer or former director or former officer of the corporation, or any person who may have served at its request as a director or officer of another corporation of which it is a creditor, shall be indemnified, by the corporation against all liability, costs and expenses, including but not limited to attorney fees and costs, reasonably imposed upon or incurred by him or her in connection with or arising out of any action, suit, proceeding or appeal in which he or she may be involved or to which he or she may be a party by reason of being or having been a director or officer of the corporation, such expenses to include the cost of reasonable settlement, including without limitation reasonable attorney fees and costs (other than amounts paid to the corporation itself), made with a view to curtailment of costs of litigation; provided that any such director or officer or person shall not be entitled to indemnification in relation to matters as to which he or she shall be finally adjudged in such action, suit, proceeding or appeal, to be liable for gross negligence or intentional misconduct in the performance of duty to the corporation, or liable for improperly receiving personal benefit. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled to as a matter of law. The corporation shall have the right to indemnify its directors and officers to the fullest extent permitted by Oregon law now or in the future. The corporation may pay for or reimburse any reasonable expense incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding; provided that the director furnish both a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct as required by law and a written undertaking, either personally or on his or her behalf, that the advance will be repaid if it is ultimately determined that the director did not meet the

proper standard of conduct. A director's or officer's personal liability to the corporation for monetary damages is eliminated for any act or omission committed as a director or officer occurring after the effective date of the Articles of Incorporation; provided, that the personal liability of a director is not eliminated or limited for:

- (a) any breach of the director's duty of loyalty to the corporation;
- (b) acts or omissions not in good faith or which involved intentional misconduct or a knowing violation;
- (c) any unlawful distribution; or
- (d) any transaction from which the director involved derived an improper personal benefit.

If the Oregon Nonprofit Corporation Act hereafter is amended to authorize further elimination or limitation of the liability of directors provided herein, then the liability of a director of the corporation, in addition to the limitation or personal liability provided herein, shall be limited to the fullest extent permitted by the amended Oregon Nonprofit Corporation Act. Any repeal or modification of this paragraph shall be prospective only, and shall not adversely affect any limitation on personal liability of a director of the corporation existing at the time of such repeal or modification.

ARTICLE 13

RULES OF ORDER

13.1 "Robert's Rules of Order" shall be the parliamentary authority of the Association.

ARTICLE 14

FISCAL YEAR

14.1 The fiscal year of the corporation shall begin on the first day of January and end on the last day of each year.

ARTICLE 15

AMENDMENTS

- 15.1 Amendment by Directors. The bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors by an affirmative vote of two-thirds of the Board of Directors elected and qualified.
- 15.2 Implied Amendments. Any action taken or authorized by the Board of Directors which would be inconsistent with the bylaws then in effect, but which is taken or authorized by an affirmative vote of not less than the number of directors required to amend the bylaws, so that the bylaws shall be consistent with such action, shall be given the same effect as though the bylaws had been temporarily amended or suspended only so far as necessary to permit the specific action so taken or authorized.

ARTICLE 16

DIVIDENDS

16.1 Dividends. No dividends or profits shall be declared to a director, officer, member or employee of the corporation. The income of the corporation shall be applied, distributed or donated in accordance with the Articles of Incorporation or with these bylaws, as determined by the Board of Directors.

Adopted this 31 day of July 1997

Amended October 27, 1999

Amended July 7, 2011