

## **BYLAWS OF THE CONTRACTORS TRANSPORTATION MANAGEMENT ASSOCIATION**

### **ARTICLE I: NAME**

The name of this association is “CONTRACTORS TRANSPORTATION MANAGEMENT ASSOCIATION,” hereinafter referred to as “CTMA.”

### **ARTICLE II: OFFICES**

- a) The principal office for the transaction of business of the association is hereby fixed and located in the municipality of Oak Ridge, State of Tennessee. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said municipality.
- b) Subordinate offices may be established, at any time, by the Board of Directors at any location the association is qualified to do business.

### **ARTICLE III: PURPOSES**

- a) To serve as a forum for the analysis and resolution of transportation issues, addressing areas of common interest and providing a meaningful exchange of information imperative to the effective and collective management of the United States Department of Energy’s (DOE) transportation management needs.
- b) To continually strive to benchmark private industry transportation management techniques; provide insight to changes in the regulatory and business policy environments, technology advancements, and training methods in an integrated approach to initiate a proactive approach to transportation management policy across the DOE complex.
- c) To provide a leadership role in implementing new concepts related to the transportation management needs of DOE.
- d) Provide for the long-term education and fostering of relationships between DOE and DOE contractors.

- e) To forward to the applicable organizations (e.g. DOE Environmental Management Packaging and Transportation, Department of Transportation) items designated by the CTMA as questions, areas of mutual concern, and other subjects on which the members need answers and/or direction. Such items will be reviewed by the Board of Directors.

#### **ARTICLE IV: MEMBERSHIP**

- a) There shall be two classes of membership in the CTMA. The two classes are that of primary and associate members.
- b) Primary membership in the CTMA is comprised of DOE contractor personnel directly involved in the packaging and transportation of materials for the Department of Energy.
- c) Associate membership is comprised of personnel such as carrier representatives, subject matter experts, and industry leaders that are not DOE contractors but are indirectly involved in the DOE transportation program.
- d) Membership in the CTMA is obtained by payment of appropriate dues as established by the Board of Directors.
- e) Board members, Officers, and committee members shall be primary members with voting rights.
- f) The Board of Directors is hereby granted the exclusive power and discretion to terminate by unanimous vote the membership of any person for conduct deemed to be contrary to the stated purpose(s) of the Association.
- g) A membership in this association is not transferable or assignable.
- h) Membership class inquiries will be resolved by the Executive Committee.
- i) A member in good standing must have attended the annual workshop with the last three calendar years.

#### **ARTICLE V: BOARD OF DIRECTORS**

- a) The administration and management of CTMA is hereby vested in the Board of Directors, subject only to the limitations provided in these Bylaws or Tennessee law.

- b) The Board of Directors shall consist of the three members serving as the Executive Committee and two Officers of the Association.
- c) Any action permitted to be taken under the laws of the State of Tennessee by the Board of Directors may, in lieu of a formal meeting, be taken by the written unanimous consent of the Board of Directors, a record of such written consent to be maintained with the Association
- d) Each person serving on the Board of Directors shall be a primary member in good standing.
- e) A majority of the members of the Board of Directors shall constitute a quorum.
- f) The Board of Directors is hereby authorized to establish such committees as it shall, in its discretion, deem appropriate, including a Workshop Committee, Finance Committee, or others as needed. Such committees shall conduct their business in such a manner as directed by the Board of Directors, but in no event inconsistent with these Bylaws.

#### **ARTICLE VI: EXECUTIVE COMMITTEE**

- a) The Executive Committee shall consist of the designated chair of the CTMA Workshop for the previous year, the designated chair of the CTMA Workshop for the current (upcoming) year, and the designated chair of the CTMA Workshop for the next year. The next year CTMA Workshop chair will be designated at the annual CTMA business meeting. The term in office for each committee member shall begin at the conclusion of the annual CTMA Workshop. Any designee for chairing the next year CTMA Workshop must agree to a three (3) year commitment as a part of the CTMA Executive Committee as outlined herein.

- President is the chair for the workshop of the upcoming year.
- Immediate Past President is the chair of the past year.
- Vice President is the chair for the following year workshop

The president shall:

- 1) Have general active management of the business of the corporation;
- 2) When present, preside at meetings of the board and of the members;
- 3) See that orders and resolutions of the board are carried into effect;

- 4) Sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws or by the board to another officer or agent of the corporation;
- 5) Maintain records of and, when necessary, certify proceedings of the board and the members; and,
- 6) Perform other duties prescribed by the board.

The Immediate Past President shall:

- 1) Act as the president/chair in his or her absence; assists the president/chair on the above or other specified duties.
- 2) Be assigned to the special area of responsibility of Annual Workshop Coordinator. This duty will be the focal point of contact for all current year workshop planning and activities as well as oversight of the annual workshop committee.

The Vice President shall:

- 1) Assist the other officers of the association in the performance of their assigned duties, as requested,
- 2) Begin planning activities, initiate contacts, and gather basic information on the next year CTMA Workshop event
- 3) Become familiar with the roles and responsibilities of each committee member and each officer of the association.

b) The Executive Committee shall appoint officers.

## **ARTICLE VII: OFFICERS**

- a) The officers of the association shall be the Secretary and Treasurer
- b) The Executive Committee shall appoint the Secretary and Treasurer.
- c) The Secretary and Treasurer shall serve an annual appointment.

The Secretary shall:

- 1) Take minutes of all official association meetings, board of directors meetings, conference calls, and other association activities. Maintain records of such activities for official documentation of association operations.
- 2) Maintain a list of primary and associate members of the association;
- 3) Send to members such notices as the business of the association may require;
- 4) Carry out any additional duties outlined by the Board of Directors or noted in the Bylaws of the association.
- 5) Submit a report to the association at its annual business meeting.
- 6) At least two weeks before each annual business meeting of the association, send to each primary member in good standing an outline of issues to be discussed at the meeting.
- 7) Maintain the By-Laws and Charter.

The Treasurer shall:

- 1) Keep accurate financial records for the corporation;
  - 2) Deposit money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the board of directors.
  - 3) Endorse for deposit notes, checks, and drafts received by the corporation as ordered by the board of directors, making proper vouchers for the deposit.
  - 4) Disburse corporate funds and issue checks and drafts in the name of the corporation as ordered by the board of directors.
  - 5) Submit a financial report at the annual business meeting.
  - 6) Perform other duties prescribed by the board of directors or by the president.
- d) All officers shall be primary members in good standing.

## **ARTICLE VIII: ANNUAL MEETING OF MEMBERS**

- a) There shall be a meeting of all members of CTMA once each year at such time as the President determines.
- b) Written notice of each meeting shall be sent to each member in good standing at least sixty days in advance of such meeting.

## **ARTICLE IX: AMENDMENT OF BYLAWS:**

- a) Bylaws may be adopted, amended, or repealed by the Board of Directors. Any changes will be subject to final approval of the primary membership by personal vote, email, or standard mail ballot before any subsequent action is initiated by the Board of Directors.
- b) Any action taken by the Board of Directors to adopt, amend, or repeal Bylaws shall be sent by mail (faxed or otherwise electronically transmitted) no less than sixty days before the final vote for such action, to all primary members in good standing.
- c) A two-thirds affirmative vote shall constitute adoption of the amendment.

## **ARTICLE X: DISSOLUTION**

- a) In the event CTMA ceases to be a viable organization, action will be initiated by the remaining Board of Directors to dissolve the organization, in accordance with applicable state and federal regulations. Upon dissolution, the assets of the organization are to be used initially to satisfy any outstanding legal debts and encumbrances. The remaining assets are then to be transferred to a non-profit charitable organization selected by the remaining Board of Directors. No portion of the assets will inure to the private benefit of, or be distributed to, any member, director, officer, or appointee of the association, contributor thereto, or private individual or person.

## **ARTICLE XI: RULES OF ORDER**

All official CTMA meetings shall be conducted in accordance with Robert's Rules of Order.