

Hampton Roads Traffic Club, Inc.

CONSTITUTION AND BY-LAWS

ARTICLE I

Name and Address

The name of the organization shall be the Hampton Roads Traffic Club, with its Post Office Box in Virginia Beach, Virginia.

ARTICLE II

Purpose

The purpose of the organization shall be to cultivate close and cordial relations between shippers, carriers and those interested in the transportation of freight and passengers and to promote mutual interest. Concomitant with the foregoing, the organization will promote an awareness of current events related to the transportation industry.

ARTICLE III

Membership

Section 1. Eligibility for membership shall be at the discretion of the Board of Directors to whom the name of applicants shall be submitted by the Membership Committee.

Section 2. There shall be four classes of memberships: Resident, Non-Resident, Honorary and Life.

a. Resident Membership: Any person residing or maintaining employment in Norfolk, Portsmouth, Chesapeake, Virginia Beach, Suffolk, Newport News or Hampton and qualified under Section 1 of this Article, may become a Resident Member. Resident Members shall be entitled to membership privileges, including the right to vote and to hold office.

b. Non-Resident Membership: Any person residing or employed elsewhere than indicated in the preceding paragraph and qualified under Section 1 may become a Non-Resident Member except that he cannot vote or hold office.

c. Honorary Membership: Loyal and meritorious service entitles any Club member in good standing to be proposed for Honorary Membership. Such proposals should be referred to the Honorary Membership Committee for screening after which the committee will make appropriate recommendations to the Board of Directors. Upon favorable board action, names shall be presented to the Club membership. There shall be no dues for Honorary Membership.

d. Life Membership: Subject to the procedures outlined in Honorary Membership requirements, any member in good standing, shall upon retirement, be placed on the Life Membership Roll. Life Membership entitles the person to receive all rights and privileges of a Resident Member except the right to vote and to hold office. There shall be no dues for Life Membership.

Section 3. Election to Membership: Power of election to membership shall be vested in the Board of Directors and a change in occupation shall not deprive a person of his membership.

Section 4. Suspension – Resignation. Members may be suspended or dropped from membership by the Board of Directors. Resignations should be made to the Secretary in writing and he will be so notified by the Board of Directors.

Section 5. Members, Resident or Non-Resident. Members who are suspended or resign must submit an application to be reconsidered for membership. Any back dues must be paid upon acceptance.

ARTICLE IV

Officers

Section 1. The officers of the Club shall be a President, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer, and Assistant Secretary and an Assistant Treasurer.

Board of Directors

Section 2. The Board of Directors shall consist of officers referred to in Section 1 hereof, the immediate Past President and not to exceed eight (8) persons elected from the membership at-large. The Assistant Secretary and the Assistant Treasurer shall be non-voting members of the Board of Directors, except in the absence of the Secretary or the Treasurer, in which case the Assistant shall have the vote of the absent officer he represents.

ARTICLE V

Annual Meeting

The Annual Meeting of the Club shall be held each year at a time and place to be designated by the Board of Directors. The installation of officers and the Board will be at the meeting. Advance notice of such meeting to be given the membership not later than ten (10) days prior to the date thereof.

ARTICLE VI

Admission and Dues Application

Section 1. Application for membership shall be made in writing to the Board of Directors on the application blanks provided by the Club. Each application must be endorsed by at least two members of the Club. Notice shall be given to the Secretary to the applicant as to the disposition of such application. A check or cash covering dues must accompany applications.

Dues

Section 2. Resident Membership and Non-Resident Membership dues shall be per annum, payable to the treasurer in advance of January 1st each year. The amount of dues for each class of membership is designated by the Board of Directors.

Dues for New Memberships

Section 3. Individuals accepted for Resident or Non-Resident Membership during the period January 1 through June 15 shall be assessed dues on a yearly basis. New members accepted after June 15 shall pay dues equal to one-half the annual rate.

Dues in Arrears

Section 4. Members whose dues remain unpaid for three (3) months from January 1st each year will automatically lose membership.

ARTICLE V11

Amendments

The Constitution may be amended by a two-thirds vote of the members present at any regular membership meeting, provided notice of the proposed amendment or amendments has been given at a preceding regular meeting, also provided that a notice shall be given the membership of the meeting at which such amendment or amendments shall be acted upon.

BY-LAWS

RULE 1. ORDER OF BUSINESS

1. Reading of the minutes of the previous meeting.
2. Announcement of the election of new members.
3. Unfinished business
4. New business
5. General or specified discussion.

RULE 11. MEETINGS

Regular

Section 1. The regular membership meeting of the Club shall be held on the third Wednesday of each month unless changed by order of the Board of Directors.

Special

Section 2. Special meetings of the Club may be called by the President; or the President shall do so upon direction of the Board of Directors; or by written request of fifteen (15) Resident Members addressed to the Secretary which shall state the purpose of the special meeting, at which no other business shall be transacted. Notice of the special meeting shall be given by the Secretary to the full membership of the Club.

Board of Directors

Section 3. A regular meeting of the Board of Directors shall be held once a month with special meetings as occasions require. The Board of Directors has power to suspend the application of this rule.

Quorum Meetings

Section 4. Seventy-five (75) members shall constitute a quorum for the transaction of business at any regular or special meeting of the Club.

Board of Directors

Section 5. Eight (8) members shall constitute a quorum at any regular or special meeting of the Board of Directors.

RULE III. NOMINATING COMMITTEE

Selection and Duties of

Section 1. At the regular meeting in October a Nominating Committee of five (5) members shall be announced by the President. That Nominating Committee shall be appointed by the President, and elected by the Board. The Chairman of the Nominating Committee will be elected by the Board from the five members.

The committee shall not nominate any person for office without obtaining their consent.

Report of the Nominating Committee

Section 2. At the regular meeting in November, the Nominating committee shall present to the membership a complete list of nominations for offices of President, First Vice-President, Second Vice-President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer, to serve for a term of one year. In addition, the Nominating Committee shall present four (4) names of members to serve as members of the Board of Directors for a term of two years.

Nominations from the Floor Independent Nominations

Section 3. Subsequent to the report of the Nominating Committee, ten (10) or more Resident Members may place in nomination independent candidates for the offices of President, First Vice-President, Second Vice-President, Secretary, Assistant Secretary, Treasurer or Assistant Treasurer and four (4) names of members as Directors, by petition delivered to the Secretary at least twenty (20) days prior to the date of the Annual Election.

Notice of Election

Section 4. At least ten (10) days prior to the election (December meeting) the Secretary shall give notice in writing to all resident members of the nominees submitted by the Nominating Committee, and the independent nominations, if any.

RULE IV. ANNUAL ELECTION

The Annual Election of Officers shall take place at the regular meeting in December. The Officers and Board will be installed at the Annual Meeting of the Club. The terms of each Officer and member of the Board shall continue until his successor has been elected and installed.

RULE V. DUTIES OF THE OFFICERS

Section 1. The President shall perform the duties usually assigned to this office. He or in his absence, one of the Vice-Presidents, shall preside at all meetings.

Section 2. The Vice Presidents shall be responsible for the work of the standing committees assigned to their respective departments as follows:

FIRST VICE-PRESIDENT'S DEPARTMENT

Membership
Attendance
Publicity
Sunshine

SECOND VICE-PRESIDENT'S DEPARTMENT

Reception
House
Recreation
Public Affairs
Audit and Finance
Education

The committee members shall also take an active part in the affairs of the Club.

Secretary

Section 3. The Secretary shall make and preserve a record of the proceedings of the Club and of the Board of Directors, issue notices of meetings, record the members present, and conduct the general correspondence of the Club. He shall receive all statements of expenditures and have them properly approved before presenting them to the Treasurer for payment. Other duties may be assigned by the President or the Board.

The Assistant Secretary shall perform all duties of the Secretary in his absence, or as ordered by the Board of Directors.

Treasurer

Section 4. The Treasurer shall collect and have custody of funds and disburse the same upon statements which have been approved by the Secretary and President.

The Assistant Treasurer shall perform all duties of the Treasurer in his absence, or as ordered by the Board of Directors.

All organization funds shall be deposited in a bank to be selected by the Board of Directors and such funds shall be deposited in the name of the Hampton Roads Traffic Club.

All checks for payment of monies of the Club shall be signed by the Treasurer and countersigned by the President; the First Vice-President is authorized to countersign checks in the absence of either the Treasurer or the President. The Treasurer shall submit a statement of his accounts to the Board at its call and his records shall be made available to the Chairman of the Audit and Finance Committee in the conduct of the work of this committee.

Compensation

The Board of Directors may designate an amount per month to be paid the Secretary and Treasurer for duties performed by them for the Club, but no designation shall be made for a period beyond the end of the Club year.

RULE VI. DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall have control of the Club and shall manage its affairs. It shall have charge of and decide on matters affecting its welfare. The Board of Directors shall manage the funds and supervise the expenditures, and must authorize or approve any contract which is made by or for the account of the Hampton Roads Traffic Club in order for such to be effective.

Except as may be provided in the Constitution and By-Laws, no member or group of members is empowered to transact business for the Club unless specifically authorized by the Board of Directors or by the specific action of the Club.

Any vacancy occurring in the offices, or in the membership of the Board of Directors, shall be filled by the Board for the unexpired term.

Absentees

Any Member of the Board of Directors who is absent from three of its meetings may be deemed to have resigned and therefore the vacancy shall be filled by the Board for the unexpired term.

RULE VII. APPOINTMENTS OF COMMITTEES

Subsequent to the December election, but prior to the Annual Meeting, the President-elect in conference with the officers-elect shall select chairman for the standing committees and after securing consent of those selected, shall appoint them to the respective positions. Following this procedure the President shall endeavor, with aid of the chairman, to complete the committee memberships. At the Annual Meeting, the President shall announce the appointment of standing committee chairmen for the information of the Club.

RULE VIII. DUTIES OF COMMITTEES

Section 1.

Attendance - Keep meetings well attended.

Membership – Secure application, screen same and pass with recommendation to the Board of Directors.

Publicity – Shall have charge of all publicity matters for the Club. Also authorized to invite newspaper representatives to attend meetings as guest of the Club.

House – Shall select meeting place and decide upon menu, price, service and other details such as seating and room arrangement.

Recreation – Supervise athletic and sports activities.

Sunshine – Provide regular reports on promotions and transfers; also provide regular reports on illnesses and arrange appropriate expressions of sympathy.

Education – Recommend scholarships for fiscal support for transportation courses at local colleges. Make and supervise arrangements in connection with any educational courses in which the Club may be interested in participating in, on behalf of its members. Provide information about industry. Provide information at least quarterly to the members on transportation legislation (federal and state) and the economy (industry locating in Hampton Roads or the State).

Audit and Finance – The Audit and Finance Committee shall, on or about December 1st of each year, audit the accounts and vouchers or statements of the Treasurer and report the same to the Board of Directors at its next meeting.

This committee shall, as soon after January 1st as possible, prepare a budget indicating the following year's prospective income and the estimated expenditures to insure fiscal integrity, and shall submit the budget to the Board of Directors for approval. At quarterly intervals, the committee shall review the records to determine what changes, if any are necessary in the financial structure and so report to the Board of Directors.

RULE IX. PARLIAMENTARY PROCEDURE

Where not inconsistent with the Constitution and By-Laws herewith, Robert's Rules of Order shall govern the procedure at meetings of the Club.

Amendments or Suspension

These By-Laws may be suspended by a two-thirds vote of the membership present at any regular meeting without previous notice.

They may be amended by a majority vote of the members present at any regular meeting, also provided that a notice shall be given to the membership of the meetings at which such amendment or amendments shall be acted upon.