

THE TRAFFIC CLUB

OF

ST. LOUIS, INC.

Articles of Association

And

By - Laws

February 8, 2010

ARTICLES OF ASSOCIATION

OF

THE TRAFFIC CLUB OF

ST. LOUIS, INC.

February 8, 2010

ARTICLE I

The name of the organization shall be **THE TRAFFIC CLUB OF ST. LOUIS, INC.**, and it shall be located in the metropolitan area of St. Louis, Mo.

ARTICLE II

The objectives and purposes of the organization shall be to improve the personal relationships, promote the general welfare, and further the mutual interests of persons concerned with transportation and traffic work. The Club will also introduce and conduct educational classes in traffic and transportation and bring about a more comprehensive understanding and appreciation on the part of industry of the value of adequate and experienced traffic personnel.

ARTICLE III

The organization shall not be used for either business or political purposes or for monetary gain or profit of the members.

ARTICLE IV

The control, direction, and management of the affairs and finances of the organization shall be governed by a Board of Directors which shall consist of not less than five (5) or more than twenty one (21) members as may be provided for by the By-Laws from time to time. Its officers shall consist of a President, one or more Vice-Presidents, Treasurer, Secretary, and such other officers as may be created and provided for by the By-Laws from time to time. The offices of Secretary and Treasurer may be combined in one person.

ARTICLE V

By-Laws, rules and regulations for the government of the organization, shall be adopted and may be amended from time to time by a majority of the members voting.

ARTICLE VI

The Articles of Association or the By-Laws may be amended at any meeting or by ballot of the organization by a majority vote of the members present or responding. Notice for such meeting or ballot shall state the matters to be amended and such notice shall be mailed, faxed, or E-Mailed to each member in good standing at least fifteen days prior to said meeting or with a two week response time for a ballot.

END OF ARTICLES

BY-LAWS

OF

THE TRAFFIC CLUB

OF ST. LOUIS

February 8, 2010

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ARTICLE I - MEMBERSHIP

Section 1 – Categories of Members

There shall be four categories of members: Regular Member, Company Member, and Retired Associate Member and Honorary Member. Members shall generally have an interest in Material Transportation.

Regular Member: Any person eighteen years of age or older who regularly performs the duties attached to an office or the positions identified in Paragraphs a), b), and c) hereof, shall be eligible. Candidates shall be recommended by the Membership Committee and approved by the Board of Directors. For good and substantial cause, provisions of this section may be waived through the approval of the Board of Directors.

a) **Transportation Group:** Employees of Corporations, Companies, and Firms (other than third party service providers) directly engaged in Motor, Rail, Air, and Water transportation services.

b) **Industry Group:** Employees engaged in traffic and transportation functions for any Manufacturer, Jobber, Merchandise Broker, Warehousing Operation, Bulk Handling Facility, Distribution Center, etc.

c) **Miscellaneous Group:** Employees of Corporations, Companies, and Firms whose primary business function is the providing of "third party" transportation services such as but not limited to Consolidators, Shippers Agents, Intermodal Companies, Freight Forwarders, NVOCC's Transportation Brokers, Logistics Companies, Freight Payment Agencies, Banking Concerns, and transportation related governmental agencies. Representatives of all Transportation Associations and Publications fall into this category.

Any Company who can qualify under Paragraphs a), b), or c) above shall be eligible for Company membership. A Company Member may designate up to eight active employees as its representatives. Such Company Member designates shall be entitled to all privileges of the Club. Candidates shall be recommended by the Membership Committee and approved by the Board of Directors.

Retired Member: Any Regular member of The Traffic Club of St. Louis, who has been a member of the Club, or related Traffic/Transportation organizations, for not less than ten years may, upon retirement from gainful employment and upon application to the Board of Directors, be changed to Retired Member status by said Board. Retired Members shall be entitled to all privileges of the Club, but shall pay dues at the reduced rate of 50% of annual Regular Member dues, payable annually in advance.

Honorary Member:

a) *Honorary Member* - Any Member who has distinguished himself or herself by Meritorious service; or any member of the Club for not less than twenty five years, and who, in the judgment of the Board of Directors, is entitled to such recognition, may be elected to Honorary Membership by said Board. Honorary Members shall be entitled to all privileges of the Club except they shall not hold elected office and shall pay no dues.

b) *Distinguished Honorary Member* - Any Official of the Community who has distinguished himself or herself by meritorious service toward the Club or related Traffic/Transportation organization, and who, in the judgment of the Board of Directors, is entitled to such recognition, may be elected to Honorary Membership by said Board. Honorary members shall be entitled to all privileges of the Club except they shall not hold elected office and shall pay no dues.

Section 2 – Application for Membership

Application for membership shall be made in writing, stating name, address, and business connections on the form provided for that purpose. Such applications must be signed by two members of the Club in good standing and be submitted to the Membership Committee Chairman for recommendation to the Board of Directors, who shall finally approve or disapprove all applications. All applications for Membership must be accompanied by a payment of annual dues pro-rated from date of application to the end of the fiscal year.

Section 3 – Membership Status

Any Member of this Club who changes his or her occupation, or who becomes unemployed, or who retires, may be continued as a Member in their current status with full privileges until the end of the Club's fiscal year. It shall be at the discretion of the Board to determine which criteria for future membership have been met and advise the Member of same.

Section 4 – Transfer of Membership

Memberships held in the name of an individual and are normally non-transferable. However, upon written request of a specific member to the Board, the Board of Directors may approve said transfer. An employer holding a Company Membership who desires to transfer membership from one employee to another eligible employee associated with the same employer, May upon written request to the Board, transfer a single Member representative, and the Board of Directors may approve said transfer.

ARTICLE II - Meetings

Section 1 – Regular Meetings

Regular meetings may be set by the Board on a Monday of each month except for the months of June, July, and August, when no regular meetings shall be held unless otherwise changed by order of the Board of Directors. A day other than Monday may be selected by the Meeting Chairman when necessary to avoid conflict with a Holiday or to arrange a meeting in be conducted as a part of each regular meeting. At any business meeting of this Club, a quorum shall be considered present and be constituted of the voting members there present.

Section 2 – Annual Meeting

The Annual Meeting and Installation of Officers shall be held on a date to be designated by Officers and Board of Directors. Normally the Annual Meeting will be the May meeting.

Section 3 – Annual Dinner Meeting

The Annual Dinner Meeting shall be held in the months of March or April each year unless changed by the order of the Board of Directors. The date will be determined by the President and the Annual Dinner Chairman with the approval of the Board of Directors.

Section 4 – Special Meetings

Special meetings shall be held at the call of the President, or the Secretary-Treasurer, approved by the President, or on the written request of six members of the Board of Directors, or on written request of thirty members of the Club. Notice for such a meeting, stating the purpose, shall be mailed to voting members at least ten (10) days before the day on which it is to be held.

Section 5 – Board of Directors Meetings

The Board of Directors shall meet the first Monday of each month, unless changed by their order. A majority of the Board Members shall constitute a quorum. The order of business at any meeting of the Board of Directors shall be as follows:

- 1) *Reading of the minutes of the previous meeting;*
- 2) *Reports of the Standing Committees;*
- 3) *Reports of Special Committees;*
- 4) *Unfinished Business;*
- 5) **New Business;**
- 6) *Old Business;*
- 7) *Adjourn*

Section 6 – Rules of Order

Robert's Rules of Order, insofar as they may be consistent with the Articles of Association and the By-Laws, shall govern the procedure at meetings of the Club or unless suspended by majority consent. Two copies of the newly revised version purchased February 2010 and one is held by the current President to be used to make correct decisions at all regular meetings and board of directors meetings and the 2nd copy is held by the By-laws Chairman.

ARTICLE III - Board of Directors and Its Duties

Section 1 – Board of Directors

The Board of Directors shall consist of the President, one or two Vice-Presidents, the Secretary-Treasurer, and eight Directors. The Directors will be determined as follows: eight (8) to be selected on an "at large" basis from any membership category. The Directors shall be elected and hold office for a term of two years or until their successors have been duly elected and inducted into office. The outgoing President shall automatically become a member of the Board for one year.

Section 2 - Duties

The Board of Directors shall manage the affairs and the funds of the Club and shall have full authority to determine all matters affecting the management and welfare of the organization. In addition to duties outlined elsewhere in this document the Board shall monitor the activities of the Officers and assure members that the Club operations are in accordance with the Articles and By-Laws.

Section 3 – Board Meeting Attendance

A member of the Board, by failing to attend three (3) consecutive Board meetings, shall be subject to dismissal. The Board of Directors shall determine whether a Board Member's sustained absence is due to just and valid reasons. A majority vote of officers and members of the Board may dismiss a Board Member.

Section 4 – Board Member Change of Status

A Board Member who retires may, and should, serve in his or her elected office until the next regular election. If, however, the Board Member leaves the area, becomes too ill, or for any other reason beyond his or her control cannot serve until the next regular election, it shall be the responsibility of the Officers and Board of Directors to appoint a replacement. The Board shall invoke the provisions of Article VIII; Section 7 provided the vacancy shall be filled prior to the next regular election. In the event a member of the Board becomes temporarily unemployed, he or she may serve out his or her elected term on the Board, if approved to do so by a majority vote of Club officers and the other Board members. Failing to obtain such approval, he or she will no longer continue holding his or her elected office.

ARTICLE IV - Officers and Their Duties

Section 1 – Officers and Terms

The duly elected Officers of the Club shall be a President, a First Vice-President, and a Second Vice-President. They shall hold office for a term of one year or until their successors have been duly elected and inducted into office. These Officers typically rotate upward to the next position after election to the position of Second Vice-President. The Secretary-Treasurer shall be appointed by the Board of Directors from the Regular Membership. The Secretary-Treasurer shall be appointed annually by the Board of Directors and serve at the pleasure of the Board.

Section 2 - President

The President shall call and preside at all meetings of the Club and Board of Directors. The President shall perform all of the duties necessary to assure the smooth operation of the Club in conformance with these By-Laws. In the absence of the President the ranking Vice-President shall temporarily assume the duties of the President or in the absence of all of the Vice-Presidents a presiding officer shall be chosen from members of the Board present.

Section 3 – First Vice-President

The First Vice-President shall perform such duties as may be assigned from time to time by the President and shall take an active part in the affairs of the Club. The First Vice-President shall oversee the Annual Dinner and Educational Seminars.

Section 4 – Second Vice-President

The Second Vice-President shall perform such duties as may be assigned to them from time to time by the President and shall take an active part in the affairs of the Club. The Second Vice-President shall oversee the Lady's Day Luncheon.

Section 5 – Secretary-Treasurer

The Secretary-Treasurer shall keep and preserve a record of the proceedings of the Club and of the Board of Directors. He or she shall issue notice of all meetings, collect all dues, notify all members who may be suspended, conduct the general correspondence of the Club, assemble and distribute the newsletter, and maintain a roster of the membership. The roster shall be printed and distributed to the membership during October of each year. The Secretary-Treasurer shall be responsible for scheduling a place to hold all regular meetings, special meetings, educational seminars, and monthly meetings of the Board of Directors and Committee Chairman. The Secretary-Treasurer shall keep a list of new members for each year, maintain a record of corrections or changes to Club records, and shall keep all other record and information that is necessary for the successful operation of the Club.

The Secretary-Treasurer shall have custody of all the funds of the Club, and disburse monies upon warrants drawn and approved by the President. He or she shall keep the funds of the Club

deposited in the name of the Club in a bank approved by the Board of Directors. The Secretary-Treasurer shall submit a monthly statement of all receipts and disbursements, and account's prepare and present a 12-month financial statement at the Annual Meeting of the Club.

The Secretary-Treasurer shall receive a (*monthly stipend*) set by the Board of Directors each October.

The secretary-Treasurer shall obtain a bond of appropriate amount at the expense of the Club and satisfactory to the Board of Directors.

Section 6 – Officer Change of Status

An officer who retires may serve in his elected office until the next regular election. If, however, an officer leaves the area, becomes too ill, or for any other reason beyond his or her control cannot serve until the next regular election; it shall be the responsibility of the Officers and Board of Directors appoint a replacement. The Board shall exercise the provisions of Article VII; Section 7 provided the vacancy should be filled prior to the next regular election. When a Director becomes temporarily unemployed, he or she shall be allowed to serve out his or her elected term of office if approved to do so by a majority vote of the Board. Failing to obtain such approval, he or she shall no longer continue holding their elected office.

ARTICLE V - Nominating Procedure

Section 1 – Nominating Committee

The Nominating Committee shall be comprised of the incumbent President, First Vice-President, Second Vice-President, and immediate Past-President, who shall select one additional active regular member to serve Chairman of this committee. The Nominating Committee shall select nominees for the office(s) to be vacated in sufficient time before the annual election to be presented to the Board for approval of their placement on the official ballot.

Section 2 – Nominee Affirmation

The Nominating Committee shall make no nomination of any member without first having obtained his or her consent. Board members may at their discretion affirm a nominee's willingness to serve.

Section 3 – Nomination Timing

No later than the February Board meeting the Nominating Committee shall submit the list of nominees. After approval of the list by the Board, the Secretary-Treasurer shall transmit the list to each member of the Club not later than March 5 of the current year.

Section 4 – Officer Succession

The First Vice-President shall automatically succeed the President; the Second Vice-President shall automatically succeed the First Vice-President. If an incumbent cannot continue the succession of service an alternate candidate shall be nominated through the election process. For good and substantial cause, the provisions of this Section may be waived through the approval of the Board.

Section 5 – Nomination by Petition

Fifty (50) voting members may place in nomination the name of any member by petition delivered to the Secretary-Treasurer on or before the due date of the of the Nominating Committee list. The Board shall include such names so submitted on the official ballot.

ARTICLE VI - Election and Induction of Officers and Board

Section 1 - Notice of election

The Secretary-Treasurer shall give notice by mail, along with a mail ballot, to all voting members at least fourteen (14) days prior to the date of the election.

Section 2 – Date of Annual Election

An Annual Election shall be held between March 1st and April 30th of the current Club year. There shall be elected by secret ballot for a term of one year, a President and two (2) Vice-Presidents; and for a term of two years - four (4) Directors.

Section 3 – Prohibition on Holding Dual Elective Offices

An Officer of this Club whose present term of office does not expire by June 1st of the ensuing he or she first resigns the office he or she now holds. Such resignation to be received by the Board of Directors prior to the annual election at which he or she plans to run for office.

Section 4 – Election Chairman and Judges

The President shall appoint an Election Chairman, who shall be a member in good standing; such Chairman and President shall be responsible for the appointment of the necessary Judges to assist in the election. The Election Chairman and Judges shall be furnished with a complete list of the qualified voting members, and when the question of identification or qualification demands, a membership card shall be required upon application for ballot. No officer or candidate shall serve as Election Chairman or Judge at the election. The Election Chairman and Judges shall count the ballots and submit results to the Secretary-Treasurer unless the Board of Directors employs a reputable Auditing firm to perform the tabulation of ballots cast and submit results to the Secretary-Treasurer.

Section 5 – Voting Methods

It shall be the right of all members to vote at the Annual Election of Officers and Board by one of the following methods:

1) **In-person Ballot**

2) **Mail Ballot** - A ballot shall be mailed by the Secretary-Treasurer to all regular, company, regular, honorary, and retired members no less than fourteen (14) days prior to the annual election. The returned ballots must be received by the Election Committee no later than the closing date of the election. The mail ballot shall be returned in an envelope bearing the identity of the member.

3) **E-Mail Ballot** – A ballot may be E-Mailed to the designated Election Committee Chairman or the Secretary-Treasurer at the address shown on the mailed ballot.

Section 6 – Standard for Election

Candidates for office receiving the greatest number of votes after giving effect to the provisions of Article IV of the Articles of Association of this Club shall be declared duly elected.

Section 7 – Induction of Officers and Directors

The Officers and Directors so elected shall be inducted into office at the regularly scheduled Installation of Officers Annual Meeting, which shall be held on a date designated by the Officers and Board of Directors. Such meeting shall typically be the last regular meeting of the Club calendar year ending in May.

Section 8 - Vacancies

In the event of a vacancy in the office of President during his or her term of office, all remaining duties shall be performed by the ranking Vice-President. The Board of Directors shall nominate candidates for vacancies occurring in the office of Vice-President or Directors. All vacancies shall be filled by ballot of the membership for the unexpired term at any regular or special meeting of the Club. Due notice of such meeting shall be mailed to the Club membership, along with a mail ballot, at least fourteen (14) days prior to the date of such election.

ARTICLE VII - Dues

Section 1 – Dues Payment

Each Regular Member or Corporate Member of this Club, except Honorary Members, shall pay to the Secretary-Treasurer annual dues as approved by the Board and which shall be paid in advance. Retired Members shall pay to the Secretary-Treasurer annual dues as approved by the

Board of Directors, which shall be paid in advance at a rate calculated at 50% of the amount assessed to Regular members.

Section 2 – Dues Payment Deadline

A Notice-of-Dues shall be mailed to each Club Member the first week of the Club calendar year. Dues shall be due from each Member 30 days from the date of such notice. Any member in arrears for three months shall be contacted by the Secretary-Treasurer to secure his or her dues payment. Any member in arrears at the end of September of the Club year shall forfeit his or her Club membership. The Secretary-Treasurer shall notify the Board of Directors of all members in arrears at the September Board meeting. The current year membership roster shall be set and published to all paid-up members as of October 1 of the current club year. The annual membership roster shall be distributed to each member during the month of October of the current club year.

Section 3 – Dues Amount

The annual dues amount shall be set each year by action of the Board of Directors. Annual dues thus set by action of the Board shall reflect requirements of the national organization and local requirements. Dues for any membership tendered during December or thereafter of the current Club Year shall be set at 50% of the annual dues.

Section 4 – Waiver-of-Dues

The dues of any member may be waived in whole or in part for the inability to pay, upon proper application in person or in writing, or upon a statement of facts made by a member of the Club to the Board. The Board may at its discretion grant a Waiver-of-Dues.

ARTICLE IX - Resignation and Suspension for Cause

Section 1 - Resignation

Resignation of any member shall be considered only upon written application to the Secretary-Treasurer, but shall not be accepted until all indebtedness to the Club has been paid. In such case if indebtedness is not paid after notice from the Secretary-Treasurer, such member shall be suspended at the expiration of the penalty date as provided for in

Section 2 - Suspension for Cause

Any member may be temporarily suspended for cause by a three-fourths vote of the members of the Board of Directors present at any meeting thereof if a quorum is present. The member whose temporary suspension is under consideration must have been given previous advice of the grounds for such proposed action and must be afforded an opportunity to appear before and be heard by the Board of Directors. Any temporary suspension by the Board of Directors shall become permanent and any person so suspended shall cease to be a member of the Club on and

after the first day of the month following expiration of the penalty date, unless the Board chooses to rescind the action.

ARTICLE X - Committees and Their Duties

Section 1 – Standing Committees

At the first meeting of the Board of Directors after the Annual Election, the Chairman for the Standing Committees shall be appointed by the President Elect as follows:

Advertising –Newsletter / Web Site
Publicity Annual Dinner
Audit Planning Budget
By-Laws
Chaplain/Welfare
Charitable Activities Christmas Bell ringing
Christmas Ladies Luncheon - Nomination Educational Activities
Special activities - Elections -MembershipDrive - National Transportation Week
Publications - Newsletter
Historian
Sports Activities/Golf outings
Traffic Clubs International

The President may appoint additional members to the Standing Committees that in his judgment are needed, subject to the approval of the Board of Directors. The President shall have the authority to remove any member of the Committees appointed by him.

Section 2 – Special Committees

The President may appoint a chairman for an ad hoc special committee as he deems necessary, subject to the approval of the Board.

Section 3 – Committee Service

Chairmen of all Standing Committees and Special Committees during their term of office shall make their reports to the Board of Directors at their meetings prior to the Executive Session. Committee Chairmen shall, where appropriate, create a budget for their activity and present said budget to the Board for approval in advance.

Section 4 – Committee Records

The records of all Committees, after being audited, if necessary, shall be turned over by the Chairman of the Committees to the Secretary-Treasurer of the Club at the end of the Club year for safekeeping; such as records to be retained by the Board of Directors.

Section 5 – Standing Committee Duties

Advertising/Publicity - The Chairman shall solicit advertising for The Traffic Club of St. Louis publication, coordinate and create such publicity for the Club as may be deemed necessary, and shall perform all duties incident thereto, subject to direction of the President and approval by the Board of Directors.

Annual Dinner - The Chairman shall plan and coordinate all aspects of the Annual Dinner under the direction of the President, subject to the approval of the Board of Directors.

Audit/Planning/Budget - The Chairman shall at least once each month, or as otherwise provided, audit the accounts of the Secretary-Treasurer and at least once per year audit the financial reports provided by Chairman of all committees involved in handling funds for the Club. The Board of Directors may order an audit with full written report to be made when in its judgment it is in the interest of the Club.

By-Laws - The Chairman shall have responsibility for keeping the Articles of Association and By-Laws of The Traffic Club of St. Louis updated in keeping with amendments, addenda, or deletions necessary to keep this a useful governing tool for all Officers, Board Members, and active members of the Club.

Chaplain/Welfare - The Chairman shall maintain a record of members who are ill, injured, or deceased and submit reports to the Secretary-Treasurer. It shall be the duty of the Committee to visit sick or injured members when possible.

Charitable Activities – The Chairman shall plan and coordinate all activities of the Club related to Charitable Activities, subject to the approval of the Board.

Christmas Ladies Luncheon – The Chairman shall plan and coordinate all activities related to the Christmas Ladies Luncheon, subject to the approval of the Board.

Election/Nomination – The Chairman shall coordinate all of the activities related to the Club election and nomination of members for service.

Educational Activities - The Chairman shall handle all matters in connection with the Club's educational activities subject to the direction and approval of the Board of Directors.

Special Activities – The Chairman shall plan and coordinate of the activities related to this event, subject to the approval of the Board.

Membership - The Chairman shall secure new members, receive all applications for membership and make recommendations thereon to the Board of Directors.

National Transportation Week – The Chairman shall plan and coordinate all activities of this committee, subject to the approval of the Board.

Publications/Historian - The Chairman shall cooperate with the other committees, and collect information of all activities of the Club, and archive such information in a single location for the future reference of the Club, subject to the direction and approval of the Board of Directors.

Sports Activities – The Chairman shall plan and coordinate all sports related activities of the Club, subject to the direction and approval of the Board of Directors.

Traffic Clubs International – The Chairman shall establish a direct contact with Traffic Clubs International leadership, coordinate local Club activities to be in harmony with the international club, and report relevant information to the Board of Directors.

ARTICLE XI - Associations with Other Organizations

The President may, with the approval and consent of the Board of Directors, associate this Club with any local, State or National Associations concerned with trade, traffic, or transportation matters. The President may appoint delegates to represent the Club at any meeting of such Associations, the personnel of said delegates to consist of an equal number of Transportation and Industrial members. The responsibilities of the Delegates shall be determined by the Board of Directors. Subject to the approval of the Board of Directors the reasonable expenses of such delegates may be borne by the Club.

ARTICLE XII - Operating Expenditures and Contracts

Section 1 – Approval Authority of the President

The President shall have authority to approve expenditures not exceeding **two hundred dollars (\$200.00)**, such expenditures to be reported to the Board of Directors.

Section 2 – Approval Authority of the Board

The Board of Directors, however, shall not have authority or power, without the approval of the membership, to make the Club liable for any debts in excess of **twenty five hundred dollars (\$2,500.00)**, except for a planned event.

Section 3 – Expenses for Delegates to TCI

The expenses of the delegate(s) to the annual Traffic Clubs International meeting shall be limited to **no more than two (2) members** and aforesaid expenses incurred may be borne by the Club up to **\$ 500** each, with approval of the Board of Directors.

ARTICLE XIII - Amendments

These By-Laws may be amended by a majority vote of the members voting in connection with any regular business meeting or election of the Club, provided such changes as are proposed are set forth in detail and are mailed to each voting member of the Club fifteen (15) days in advance of said meeting or election. Proposed changes should be endorsed by the Board.

Changes submitted to the Board of Directors on November 3, 2009 at the Board of Directors meeting for approval.

**By – Laws Chairman
Mike Burke**