

INDEPENDENT FREIGHT FORWARDERS AND CUSTOMS BROKERS ASSOCIATION OF SAVANNAH, INC.

*Post Office Box 1465
Savannah, GA 31402*

By-Laws

ARTICLE 1 - NAME OF ASSOCIATION

This organization shall be known as the **Independent Freight Forwarders and Customs Brokers Association of Savannah, Inc.**

ARTICLE II - OBJECTIVES

The objectives of this not-for-profit associations are: to protect and further the business and interests of Customs Brokers and International Freight Forwarders; to encourage the maintenance of professionalism within our industry; to maintain a standard of integrity and efficiency that will protect clients and the Government in the fair, reasonable, and equitable administration of import and export laws and regulation; and to develop acquaintance and good fellowship among members.

ARTICLE III - MEMBERSHIP

Section 1

There shall be two classes of membership: **Regular** and **Affiliate**.

Section 2: Regular

- a) Membership shall be restricted to persons, firms, or corporations engaged in business as Customs Brokers and/or International Freight Forwarders holding a valid CHB, FMC (Forwarder or NVOCC, or IATA License and located within the limits of the Port of Savannah. Such persons, firms or corporations shall be admitted as business organizations only, and in matters coming before the Association, but one vote will be permitted to each Member. No person, firm or corporation, however, may vote at any meeting except by a duly authorized representative of the Member he represents and the President, or person acting as such, at any meeting may call upon such representative to produce his credentials as the authorized representative of the firm or corporation.
- b) There shall be no restriction as to the number of executives of anyone Member firms who may attend meetings, but only one vote shall be permitted each member, as provided in section 2(a) above. The board shall decide any dispute concerning representation.
- c) Every applicant for membership must notify the Association in writing of their desire for membership, and must provide the name, address and occupation of the applicant. A copy of their

valid license as referenced in Article III, Section 2(a), must accompany the application. Such information shall be referred to the Membership Committee, which shall report its findings to the Association. The Association may either elect or reject such applicant by a majority vote of those Members present and voting, and the applicant shall be informed of such election or rejection.

Section 3: Affiliate

- a) Affiliate Membership shall be restricted to person, firms or corporations not licensed as customs broker or international freight forwarders, regularly engaged in business related to transportation or international trade service.
- b) Affiliate Members may attend general membership meetings but may not vote or hold office.
- c) No Affiliate Member may utilize the membership in a manner contrary to the policy of the Association. Affiliate Members must use the word "Affiliate" to describe membership in the Association in all printed material advertisements and/or publications.

ARTICLE IV CENSURE, SUSPENSION AND EXPULSION

Section 1

If the conduct of any Member shall appear to the Board to be improper or prejudicial to the character and welfare of the Association, or contrary to or in violation of its By-Laws and rules, the Board shall inform such Member thereof in writing, which notice shall be delivered or sent by mail to the Member informing them of the time when they may be heard in their defense before the Board. At such meeting, they may be censured, suspended or expelled by a two-thirds vote of the Board Members present and voting. At least ten days shall elapse between the service of such notice and said meeting of the Board.

Section 2

Such hearing may be adjourned from time to time by the Board in its discretion, but any Board member who shall not have been present at any meeting of the Board at which evidence is taken, or at which the Member whose conduct is involved in a hearing is heard, shall not participate in the final decision.

Section 3

A member may be censured, suspended or expelled when (1) it has been determined by an appropriate governmental agency that the Member has violated a federal law or regulation relative to Customs Brokers and/or International Freight Forwarders, such violation being sufficient for the denial, suspension or revocation of a license, or (2) the Member has been found guilty of a violation of a federal or state law involving moral turpitude, or (3) the Member engages in activities or changes its status in such manner which would cause it to become ineligible or unacceptable if it were then applying for membership, or (4) in the opinion of the Board of the Member engages in activities or develops a reputation which brings disfavor upon the industry.

Section 4

All members shall, as a condition of their membership, be required to pledge them to observe and uphold such Code of Ethics as may from time to time be prescribed by the Association.

ARTICLE V -INITIATION AND DUES

Section 1

The Board, subject to approval by the Membership, shall establish the initiation fee and dues for members from time to time.

Section 2

Any extraordinary expenses shall be provided for by a special assessment determined at a meeting of the Board, subject to approval by the Membership, provided the Board members have been advised of such proposal ten days prior to said meeting.

- a) Annual dues shall be payable by March of each year.
- b) For the purposes of assessment of dues, the definition of "an employee" shall be determined by the board.

Section 3

In the event that any Members shall fail to pay within three months any sums due to the Association, their name will be posted as delinquent. A list of delinquents may be read at any general or special meeting. Any member will be expelled for delinquency upon a majority vote of the Board. Any member thus expelled will not be entitled to services of the Association and any organizations hired by the Association will be instructed to delete the expelled member from their list of members. A member thus expelled may be reinstated by a majority vote of the Board upon said member making payment of the amount unpaid.

Section 4

The resignation of a member shall not relieve him of payment of accrued dues or assessments.

ARTICLE VI -MEETINGS

Section 1

The membership meetings of this Association shall be held periodically at such time and place as the President shall designate, and shall be held approximately every month.

Section 2

The President may invite to meetings person whose presence in his/her judgment may be beneficial or interesting to the membership.

Section 3

Special membership meetings of the Association shall be held upon the call of the President, or any three members of the Board, setting for the purpose for which such meeting is called. The President shall also call special meetings within ten days after receipt of a written request for such meeting, signed by five members and stating the purpose thereof. All notices of special meetings shall state the purpose for which such meetings are called amino business shall be transacted at such meetings except that specified in the call.

ARTICLE VII -OFFICERS AND BOARD OF DIRECTORS

Section 1

- a) The officers of the Association, shall consist of a President, a Vice President, a Treasurer and Secretary, all of whom shall be elected by the Association and shall hold office for one year or until their respective successors are elected and qualify to take office.

- b) A President upon retiring automatically shall become a member of the Board and shall hold office for three years.
- c) When a President is re-elected to a consecutive term in office, he shall appoint a member at large to serve on the board for one year.

Section 2

The Board of Directors shall consist of the officers named in Section 1 (a) and (b) above. The Board shall have general charge and control of the affairs of the Association. They are empowered to approve all major expenses, subject to approval by the membership and to employ counsel whenever necessary in the best interest of the Association. Four members of the Board shall constitute a quorum.

ARTICLE VIII - ELECTIONS

Section 1

The President at the October meeting shall appoint the nominating committee. The nominating committee shall send through the Secretary a written report of its nominees to each qualified member firm at least twenty-five days prior to the November meeting.

Section 2

At least fifteen days prior to the December meeting any five (5) members may present for consideration at the December meeting a list of candidates for election of officers, provided each of the five (5) members is in good standing and shall subscribe his/her name to such list.

Section 3

The officers referred to in Article VII, Sections (a), (b) and (c) shall be elected at the regularly scheduled December meeting and shall begin their term of office at the January meeting.

Section 4

Election shall be by majority vote. Eligible members may vote by written proxy, prior to tile election meeting.

Section 5

A vacancy in any office or on the Board may be filled for the unexpired term by a majority vote of the members of the Board.

ARTICLE IX -DUTIES OF OFFICERS

Section 1

- a) The **President** shall preside at all meetings of the Association and Board shall perform the duties and exercise the authority usually pertaining to this office, including the appointment of all committees, and he shall cast the deciding vote in case of a tie.
- b) During the President's absence such duties shall fall upon the **Vice President**.

Section 2

- a) The **Secretary** shall keep a list of all Members of the Association and their addresses. The Secretary shall keep a record of all meetings with the name of Members and guests present at regular and special meetings of the Association, as well as meeting of the Board. He/she will maintain all records of the Association, including copies of the minutes of such meetings, except as provided for in Section 3 of this Article.
- b) The **Secretary** shall assist the President in compiling lists of such committees as the President shall appoint. He/she shall arrange meetings of the committees, as well as meetings of the Board of Directors.

Section 3

The **Treasurer** shall be responsible for billing and collecting dues and keeping the financial records of the Association. The Treasurer shall keep an account of all dues and assessments or other monies received by the association and the payment of bills. The Treasurer shall make a financial report at the monthly meetings and at such other meetings as the President shall request and he shall perform all other duties usually pertaining to this office.

Section 4

The Treasurer and all other officers and employees shall give bond, in such form and such penalty as the Board may require for the faithful performance of their duties. The expense of the bond will be paid from the funds of the Association. The Board shall arrange for the proper assessment, collection, safeguard and auditing of all financial operations of the Association.

ARTICLE X -ASSOCIATION BUSINESSS

Section 1

The presence of one-half plus one of the membership, in person or by proxy, shall constitute a quorum at any regular or special meeting of the Association.

Section 2

The regular order of business shall be as follows:

- 1) Roll call of Members
- 2) Approval of Minutes of Previous Meeting
- 3) Report of Officers
- 4) Unfinished Business
- 5) New Business
- 6) Adjournment

ARTICLE XI -COMMITTEES

The principal standing committees, which shall act on all matters pertaining to their special functions as indicated by name, are as follows:

- Customs / OGA ¹
- Federal Maritime Commission / Outbound ²
- Vendor Services: Steamship / Terminals & Warehouse / Truck & Rail ³

¹ Customs renamed "Customs / OGA" on 01/27/2009.

² FMC renamed "FMC / Outbound" on 01/27/2009.

³ Steamship, Terminals & Warehouse, and Truck & Rail combined into "Vendor Services" on 01/27/2009.

- Nominating
- Membership
- Special Activities
- Education
- Any special Committee deemed necessary by the President

The principal standing committees shall be organized as follows: The President subject to confirmation by the Board shall appoint The Chairman. Each committee shall consist of at least three members. The Chairman of the Committee shall appoint the balance of two members.

ARTICLE XII AMENDMENTS

Section 1

When not inconsistent with these By-Laws, Roberts Rules of Order shall govern all meetings of the Association.

Section 2

These By-Laws may be amended or revised at any regular or special meeting of the Association, upon a majority vote of the members present or represented by written proxy, but such amendment shall not be considered unless written notice of same shall have been submitted to all members at least fifteen (15) days prior to the vote.

ARTICLE XIII -ETHICS

The conduct of members shall be such as to comply with the rules of conduct for Customs Brokers and International Freight Forwarders as set for the in regulations issued by any government agency.

ARTICLE XIV -APPLICATION OF FUNDS

Section 1

The Association shall from time to time, upon the approval by the Board, reimburse to the President or any other authorized representative of the Association such expenses that may be incurred on behalf of the Association, including travel expense and conference dues.

Section 2

Solicitation of funds is restricted to business related items and first must be presented in writing to the Board. The board will determine whether or not the solicitation request is business related. If determined to be appropriate, the board will read the request at the next regular meeting and await a motion from the membership to consider. Business related solicitation would be restricted to a maximum of \$1500.00. The association will support the Seaman's House on an annual basis, if funds allow, which will not be subject to a maximum.

Section 3

Provided there are enough funds in the treasury, each year the association will send the following to NCBFAA events.

- a) President to attend board meetings (may appoint Vice President or other representative if the President deems the meeting necessary).
- b) Officers and President's guest to attend Annual Conference
- c) Officers and Legislative Committee Chairman to attend Government Affairs conference.

All expenses are subject to the guidelines established by the board.

Section 4

The Association shall use its funds only to accomplish its objectives and purposes, and no part of said funds shall inure or be distributed to the members or any part of them. By majority vote at the regular meeting, or upon dissolution of the Association, any funds remaining may be returned to the members on a pro-rata basis based on an average of the funds paid into the Association by each member during the preceding twelve months, or may be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board, subject to approval by the membership.