

BYLAWS

**CALUMET-SUBURBAN
TRANSPORTATION ASSOCIATION, INC.**

ARTICLE I

IDENTIFICATION

Section 1. Name.

The name of the corporation shall be Calumet-Suburban Transportation Association, Inc. (hereinafter referred to as the “corporation”)

Section 2. Seal.

The corporation shall have a corporate seal which shall be as follows: A circular disc, on the outer margin of which shall appear the corporation name and state of incorporation, with the word “Not for profit” through the center, so mounted that it may be used to impress these cords in raised letters upon paper. The secretary shall be in charge of the seal.

Section 3. Fiscal Year.

The fiscal year of the corporation shall begin at the beginning of the first day of October and end at the close of the last day of September next succeeding.

ARTICLE II

PURPOSE

Section 1.

To provide an association of members employed in or having common interest in the transportation industry in the Calumet Region with an opportunity to meet on a regular basis and exchange ideas and experiences in order to create a better understanding of common problems in the transportation community and those that it serves, to improve the business conditions of the transportation industry in general, to promote better business standards in transportation; and to educate those interested in the transportation industry on current issues which may influence the industry in general.

Section 2.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its member, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in paragraph one (1) above.

Section 3.

To have the capacity to act possessed by natural persons, but shall have the authority to perform only those acts as are necessary, convenient or expedient to accomplish the purposes for which it is formed and such as are not repugnant to law.

Section 4.

To possess all of the rights, powers and privileges granted by an Act of the General Assembly of the State of Indiana known as the Indiana Not-For Profit Corporation Act of 1971 to corporations organized thereunder and the rights, powers and privileges conferred by acts amendatory of or supplementary to the same Act as are not inconsistent with the purposes for which this Corporation is formed.

ARTICLE III

MEMBERSHIP

Section 1. Membership shall consist of three classes

1. Regular Members. Any person, engaged in handling transportation matters of common or contract carriers, Forwarding Companies, Commercial Air or Industrial organizations, Instructors or Graduates of transportation schools or colleges, or those who are interested in transportation matters, shall be considered eligible for membership.

All applications shall be endorsed by two members of the Association in good standing, and shall be referred to the Executive Board of the Association, who may elect or reject such applicant to membership upon a majority vote of the Board present.

Membership application must be made in writing to the Secretary on form provided therefore, and must be accompanied by one year's dues and an application fee in an amount to be determined by the Board of Directors.

2. Honorary Membership. Presented to non-members, by two-thirds vote of the Executive Committee or by membership at large, who have distinguished themselves by meritorious public service of such contemplated in normal experiences. These members pay no dues, are not entitled to vote or hold office and do not receive notices of our regular meetings.

3. Honorary Life Membership. Presented to all members who upon notification to the Calumet-Suburban Transportation Association, Inc. of their retirement (1) have been in good standing for ten (10) cumulative years under the corporation or its predecessor in interest and have attained the age of 65, or (2) have been a member in good standing for ten (10) years and earned retirement from a principal employer under a bonafide retirement plan, or (3) at the discretion of the Executive Board any member who has earned an accelerated retirement due to ill health or other acceptable reasons. Such members pay no dues, and in all other respects retain the usual full rights and privileges as a regular member.

Section 2. Termination of membership shall be effected by death, suspension, or resignation, and shall act as a release of all rights, title, and interest, in the property and assets of the Association.

ARTICLE IV

OFFICERS

Section 1. The Officers of the Association shall be President, Vice-President, Secretary-Treasurer, Chairman of the Executive Board and 8 Directors, all of whom shall comprise the Executive Board.

Section 2. The Executive Board shall have control of and responsible for the management of the affairs and property of this organization; shall have power to fill vacancies of the Board or in offices for the unexpired portion of any term upon recommendation from the Nominating Committee; shall have full discretion in the election of members of this organization and the termination of such membership; shall appoint and have the power to remove all officers and employees, and prescribe their duties not inconsistent with the provisions of these ByLaws, and generally shall have full power to do, or require to be done, everything deemed necessary or expedient for the promotion and protection of its welfare.

ARTICLE V

DUES

Section 1. The amount of dues for regular voting members shall be determined by the Board of Directors and remain in force until changed by the Board of Directors.

Section 2. Any member in arrears six (6) months shall be automatically suspended, but may be reinstated upon the payment of:

1. Reinstatement fee of ten (\$10) dollars
2. Dues in arrears for six months prior to suspension
3. Dues for six months in advance

Section 3. The Executive Board at its discretion and upon proper investigation is empowered to waive the penalties imposed upon such members as outlined in Section 2.

ARTICLE VI

AMENDMENTS

The ByLaws, may be amended by a two-thirds majority vote of the members present at a regular meeting, provided that said amendment has been read at the previous meeting and due notice of such meeting has been mailed to the members outlining the proposed amendment or

amendments.

ARTICLE VII

ORDER OF BUSINESS

1. Reading of minutes of preceding meeting.
2. Report of Executive Board.
3. Report of Standing Committees.
4. Report of Special Committees.
5. Unfinished Business.
6. New Business.

ARTICLE VIII

MEETINGS

Section 1. ANNUAL MEETING. An annual meeting of the membership shall be held on the 3rd Wednesday in the month of October in each year beginning with the year 1987. The Executive Board shall determine the time and place of the meeting and may change the date to avoid legal holidays. The meeting will be for the purpose of holding elections and for the transaction of such other business as may come before the meeting.

Section 2. Regular meeting shall be held each month unless otherwise changed by the board.

Section 3. A special meeting shall be called at any time by the President on written request of three (3) members of the Executive Board or ten (10) members of the Association. Said request shall state reason for special meeting. Notice of each meeting shall be mailed to members at least (5) days prior to date set for special meeting stating the reason for actions. No other business shall be transacted during special meetings.

Section 4. Twenty-five (25) members shall constitute a quorum of any regular or special meeting to transact business.

Section 5. The Executive Board and Chairmen of standing committees shall meet once a month, preceding the regular monthly meeting. Six (6) members of the Executive Board shall constitute a quorum to transact business.

Section 6. A special meeting of the Executive Board may be called at any time by the President or two (2) members of the Executive Board, provided due notice is given all members of the Executive Board. No other business shall be transacted during special meeting other than that for which the special meeting is called.

ARTICLE IX

ELECTION OF OFFICERS

Section 1. At least thirty (30) days prior to regular meeting held on the third Wednesday in October, the President shall appoint a committee of three (3) and two (2) alternate members, none of whom shall be an officer or member of the Board, who shall nominate officers for ensuing year. This committee shall present the names of such nominees to the Secretary-Treasurer, who shall mail the same to each member at least fifteen (15) days prior to the third Wednesday in October. Any member of the Nominating Committee who desires to become a candidate for office shall resign his seat on the Nominating Committee, such vacancy to be filled by an Alternate.

Section 2. Seven or more other members may prepare a separate list of nominees and present it to the Secretary-Treasurer at least ten (10) days before the third Wednesday in October, and said lists shall be mailed to each member at least six (6) days prior to the third Wednesday in October.

Section 3. Nominees must be members in good standing and will be eligible for election only when in compliance with Section 1 and 2.

Section 4. Elections will be held on the regular meeting night in October under supervision of three (3) tellers appointed by the presiding officer. Elections will be held by ballot prepared by the Secretary-Treasurer listing all nominees in alphabetical sequence under the office for which they have been legally nominated. Nominees receiving a majority of votes cast will be declared elected. However, if there is but one nominee for any office it shall be in order to move that the Secretary cast the elective ballot of the Association for the nominees.

Section 5. Term of office for the President, Vice President, Secretary-Treasurer, shall be for one year each and they will assume their respective offices immediately preceding the close of the election meeting.

Section 6. All vacancies which occur during the year shall be filled by the Executive Board.

Section 7. At each regular election meeting the members shall elect four (4) Directors: one (1) representing Motor Transportation and one (1) representing Rail Transportation and one (1) representing Industrial Transportation and one (1) representing Transportation Interest at-Large. Each of these directors shall be elected for a period of two (2) years and will assume their positions immediately preceding the close of the election meeting.

Section 8. At each regular election meeting the membership shall elect a Chairman of the Executive Board to serve for a period of one (1) year. Only members in good standing who have attained the rank of President or the rank of Past President shall be eligible for nomination and election.

ARTICLE X

PRESIDING OFFICERS

The order of presiding officers at all regular and special meetings or at Executive Board meetings shall be: President, Vice President, Chairman of the Executive Board, or in the absence of all three, the presiding officer shall be selected by the members present.

ARTICLE XI

SECRETARY-TREASURER

Section 1. The office of the Secretary-Treasurer shall be combined.

Section 2. The duties of the Secretary-Treasurer shall be to conduct all correspondence, keep records of meetings, issue notices, and maintain roll of members. He shall collect all money, and disbursements are to be made only on approval of the Executive Board and by means of check signed by the Secretary-Treasurer and counter signed by the President or Vice-President. He will assume such other duties as may be assigned to him by the President.

Section 3. The Secretary-Treasurer shall furnish bond which shall be satisfactory to the Executive Board, bond fee shall be paid by the Association.

Section 4. The funds of the Association shall be deposited by the Secretary-Treasurer in a bank approved by the Executive Board.

Section 5. The accounts of the Secretary-Treasurer shall be examined by the Auditing Committee at the discretion of the Executive Board, but an audit must be made for the regular election meeting in October of each year.

Section 6. The Secretary-Treasurer shall send a notice of dues payable to each member and shall follow up as deemed necessary to insure timely payment.

ARTICLE XII

COMMITTEES

Section 1. Upon assuming office at close of election meeting, the President shall appoint a chairman for each of the following committees:

1. Membership
2. Employment
3. Welfare
4. Publicity
5. Reservations and Reception
6. Entertainment
7. Industrial
8. Rail Transportation
9. Motor Transportation

- 10. Intermodal
- 11. Program
- 12. Water

Section 2. From time to time, as need is apparent, additional special committees may be added. From time to time as circumstances may permit, changes in standing committees may be made. Such additions and changes to be made at the discretion of the President and approval of the Executive Board.

ARTICLE XIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall indemnify any person made a party in any action, suit or proceeding by reason of the fact that he or his testator or was a director, officer or employee of the corporation, or of any corporation which he served as such at the request of the corporation against the reasonable expenses, including attorneys fees actually and reasonable incurred by him in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. The corporation may also reimburse to any such director, officer or employee the reasonable cost of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interest of the corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled apart from the provision of this Article.

ARTICLE XIV

Roberts Rules of Order Revised shall govern the procedures of meetings in so far as they may be consistent with the ByLaws.

CANCELLATION POLICY

The Board of Directors reaffirmed the policy of canceling reservations and failure of individual(s) to show up. Cancellations will be accepted up to two working days prior to the sponsored event. ANY CANCELLATIONS OR NO SHOWS LATER THAN THE ALLOTTED TWO-DAY PERIOD WILL BE REQUIRED TO SUBMIT PAYMENT FOR THE CANCELLATIONS OR NO SHOWS.