MONTANA MOTOR CARRIERS ASSOCIATION, INC.
BY-LAWS

PREAMBLE

This Association is a non-profit organization comprised of members engaged in, affiliated with or related to motor transportation service and associated for the purpose of accomplishing the objectives hereinafter set forth. In collective action respecting any activities affecting a majority of members in any division of its membership, hereinafter provided, to the end that all members may render their best services to the public, and among themselves, thereby enhancing the motor carrier industry in the eyes of those whom it serves and the public in general. The affairs of the Association shall be managed and governed in accordance with the provisions of these by-laws.

MISSION STATEMENT

As responsible citizens, we promote and represent safe, professional and profitable Commercial Highway Transportation interests with one voice.

ARTICLE I
Name and Location of Principal Office

Section 1: The name of this Association shall be: The Montana Motor Carriers Association, Inc.

Section 2: The principal office of this Association shall be located in Helena, Montana.

Section 3: The Board of Directors may change the location, of the principal office, of this Association, from time to time.

ARTICLE II
Objectives

Section 1: The objectives of this Association are:

a. To foster and promote the motor carrier industry in the State of Montana and elsewhere;
b. To promote the welfare of its members by friendly association, cooperation, and education to the end that valuable aid to the motor carrier industry and to the public at large may thereby be developed;

c. To improve transportation service by providing leadership and assistance to persons and firms engaged in the motor carrier industry and by cooperating with all public officials and interested groups;

d. To foster and promote safety on the highways;

e. To promote uniformity and certainty in customs and usages of the motor carrier industry;

f. To act as the medium for expression of the collective views of its members on matters affecting the motor carrier industry;

g. To instill a high standard of business integrity, equity and justice in all who are either directly or indirectly connected with the motor carrier industry to the end that the industry may function with the confidence and respect of the public, as well as the members of the industry.

Section 2: The Association shall do anything necessary and proper for the accomplishment of the objectives herein set forth or which shall be recognized as proper and lawful objectives of such association, all of which shall be consistent with the public interest, as well as with the interests of the motor carrier industry,

ARTICLE III
Membership

Section 1: The membership of this Association shall be composed of persons, firms, and corporations who are:

a. Engaged in the transportation of persons or property in Montana by motor vehicle hereinafter referred to as "carrier members".

b. Affiliated with or related to the motor carrier industry, hereinafter referred to as "supplier members."

c. Public entities such as school districts interested only in a limited membership, mainly for eligibility to participate in the drug and alcohol testing consortium. Such members would be unable to accept a seat on the Board of Directors, and would be limited to participation in the consortium and membership prices for resale items. Such members’ dues would be a set price rather than dependent on the dues formula for carrier members.
Section 2: The Board of Directors shall have the authority to reject any application for membership by any person, firm or corporation, which the Board deems to be in noncompliance with the objectives of this Association.

Section 3: Application for membership shall be on such forms as the Board of Directors shall prescribe.

Section 4: The Board of Directors shall have the authority to expel from membership any member who is found in noncompliance with the objectives of this Association or who is engaged in or supporting any activity which, in the opinion of the Directors, is contrary to the best interests of the public, the motor transportation industry, or this Association; Provided, however, that any member whose membership shall be subject to cancellation for the reasons cited herein, shall be so notified at the same time that the notice of the meeting of the Board of Directors which will consider the matter is transmitted to the Directors and shall be offered the opportunity to appear before such meeting to oppose expulsion and to present such witnesses and/or evidence as he/she may care to offer; and,

Provided further that no member shall be expelled from membership for the reasons cited herein except upon two-thirds vote which may be either secret or non secret, of all Directors who shall be present at a duly called meeting of the Board of Directors; and provided further, that the call for such meeting shall contain notice of the inclusion of the matter on the agenda.

Section 5: This Association shall require dues from its members in accordance with the following:

a. To retain membership in this Association, members shall pay dues in such amounts and at such times as shall be prescribed by the Board of Directors; dues requirements may be changed by a majority vote of the Board of Directors at any meeting where a quorum is present;

b. In the event a member is delinquent in the payment of dues for a period of ninety days after notice that such dues are payable, the membership of such member may be canceled for non-payment of dues by action of the Board of Directors, without notice or hearing.
ARTICLE IV
Classification

Section 1: The membership of this Association shall elect 30 representatives to the Board of Directors set forth the divisions as follows plus 15 Members at Large:

DIVISIONS

<table>
<thead>
<tr>
<th>DIVISION</th>
<th># BOARD OF DIRECTORS</th>
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<tbody>
<tr>
<td>1. Forest Products Division</td>
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<td>2. Bulk Commodities—Wet Division</td>
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<td>3. Bulk Commodities—Dry Division</td>
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<td>4. Livestock Carrier Division</td>
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<td>5. Private Carrier Division</td>
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<td>6. Specialized Carrier/Oil Field/Heavy Hauler Division</td>
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<td>7. Passenger Carrier Division</td>
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<td>8. Common Carrier Division—Regular Route</td>
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<td>9. Common Carrier Division—Irregular Route</td>
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<td>10. Local Cartage Division</td>
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<td>11. Household Goods Division</td>
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<td>12. Owner/Operators Division</td>
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<td>13. Industry Affiliates Division</td>
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<td>14. Log Truckers Conference Division</td>
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<td>15. Safety Management, Maintenance and Technology Council Division</td>
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ARTICLE V
Voting

Section 1: Each member of this Association shall be entitled to one vote in the affairs of this Association.

Section 2: No member shall be entitled to exercise this vote unless his dues in this Association are currently paid.

Section 3: Whenever, in the judgment of the Board of Directors, any question shall arise which it considers should be put to a vote of the membership and when it deems it expedient to call a special meeting for such purpose, the Board may submit the question to the membership in writing by mail, for vote and decision.

ARTICLE VI
Directors

Section 1: A 30 member Board of Directors shall manage the affairs of this Association. The Board of Directors shall have full power to determine the policies
and programs of this Association and to conduct the affairs of this Association. The Board of Directors shall be responsible for the exercise of these powers in the furtherance of the proper objectives of this Association. Each Director shall be entitled to one vote in conducting the business of the Board. A director for each division will be elected annually for a one year term, from the general membership. Three or more active past presidents should be included in the makeup of the board.

Section 2: (A) Any member of the Board of Directors who shall be absent from two (2) meetings of the Board of Directors without being excused by a vote of the Board shall receive a letter from the President of the Association and may be removed from his office as Director by action of the Board, and the vacancy created shall be filled by vote of the Directors until the next annual convention of the members. Such Directors elected, as replacements may be any member in good standing with the Association. (B) The Association shall keep a record of the attendance, and a tabulation of actual attendance, by regularly elected Board members, shall be presented to the membership at the Annual Convention.

Section 3: Board Proxies (A) Any elected member of the Board of Directors who cannot attend a regular meeting of the board of Directors as provided in Section 1 Section 2, may, at his/her option designate some other member of the Association from any conference, as his or her proxy, provided, however, that the proxy shall not be a member of the present Board of Directors. It shall be the responsibility of the regularly elected member of the Board of Directors to notify the Association prior to the time of the regular board meeting of the name of his or her proxy.

(B) Attendance by the properly designated proxy shall count as attendance by the regularly elected board member as required in SECTION 2.

C) A properly registered proxy shall be allowed to vote the same as if the regularly elected board member were present. Attendance and voting by proxy may be permitted at regular or special board meetings, but the voting privilege of a proxy shall not apply at the Annual convention.

Section 4: Vacancy: Any vacancy on the board of directors shall be filled by a majority vote of the remaining directors.

Section 5: Quorum: Ten members of the Board of Directors, of which at least three are officers of the Association, shall constitute a quorum at any special or regular meeting of the Board of Directors.

Section 6: In the event of unusual circumstances, the Board of Directors may provide for election of any of the above-mentioned officers and Directors by mail.
Section 7: The president may designate chairpersons of committees or councils of this Association to serve as consultants to the Board of Directors. Such consultants may attend meetings of the Board of Directors and may participate in the affairs of the Board, but shall not have a vote.

Section 8: The Board of Directors shall hold not less than three meetings during each calendar year. It shall be the position of the board of directors to invite and encourage all MMCA members in good standing to attend the meetings.

ARTICLE VII
Officers

Section 1: The officers of this Association shall be a Chairman of the Board, a President, a President Elect, Two Vice Presidents, a Secretary, a Treasurer and the ATA State Vice President, each of whom (except the Chairman of the Board) is elected annually by and from the Board of Directors to serve until the next annual meeting and until a successor is duly elected; and such other appointive officers as the Board of Directors shall from time to time find necessary and expedient.

Section 2: Chairman of the Board. The Chairman of the Board shall be the immediate Past President of the Association. He shall act in an advisory capacity to the President and shall preside at all Board meetings and meetings of the membership in the absence of the President, President-Elect, and the two Vice-Presidents.

Section 3: President. The President shall be the chief executive officer of the Association. He shall preside at, or designate a presiding officer for the annual meeting of the members, and shall preside at the meetings of the Executive Committee. He shall be ex-officio, a member of all committees.

Section 4: President Elect. The President Elect shall have such duties as the Board of Directors may assign. In the absence of the President, or in the event of his disability, the President Elect shall act in the office of the President.

Section 5: Vice-Presidents. The vice-presidents shall have such duties as the Board of Directors may assign. In the absence of the President and President Elect or in the event of their disability, the Vice President with the most years of service shall act in the office of the President.

Section 6: Secretary. The Secretary shall act as Secretary of the Board of Directors. It shall be the duty of the Secretary to keep the minutes of the meetings of the Association and of the Board of Directors.

Section 7: Treasurer. The Treasurer shall receive and safeguard the funds of the Association. It shall be the duty of the Treasurer to inspect the books of the
Association frequently and be responsible to the Board of Directors for the accuracy of the accounts and a thorough accounting of all financial affairs of this Association. The Treasurer shall disperse the funds of the Association on orders of the Board of Directors, making proper receipts and vouchers for all such expenditures.

The Treasurer shall deposit funds of the Association in an account name of the Association in such depository or depositories as may be directed by the Board of Directors and shall render true financial statement to all Directors at the end of each fiscal quarter and to the convention of members at the annual convention. The Treasurer shall furnish bond for faithful performance of his or her duties on such an amount as the Board of Directors may require, such bond to be at the cost of the Association.

Section 8: The Board of Directors may employ an Executive Vice-President at such salary and allow such expenses as are reasonably required in the discharge of his duties, as are approved by the Board, subject to the following:

a. The duties assigned to the Executive Vice-President shall be strictly in conformity with accomplishing the objectives of this Association.

b. Expenses incurred in the operation of the office of the Executive Vice-President shall be sufficiently detailed so that it may be easily ascertained the expenses are attributable to the accomplishment of a proper objective of this Association, with particular consideration given the recommendations of the Budget Committee, in its efforts to produce an annual budget within the limited resources of this Association, as hereinafter provided.

c. The Executive Vice-President shall include among his duties supervision of the collection of dues from the members of this Association, the responsibility of notifying members of their delinquency as elsewhere in these by-laws provided, and the responsibility of keeping the Board of Directors currently informed in respect of such delinquencies.

d. In assigning duties to the Executive Vice-President, the Board of Directors shall be as specific and detailed in assignments as circumstances will permit, always bearing in mind that the power to determine policy and program of this Association is vested in the Board of Directors, and not in the Executive Vice-President.

Section 9: The Board of Directors may fill Vacancies occurring in any elected office of the Association for the unexpired term.

Section 10: Except as the authority for one officer to act in the absence or disability of another officer as has been herein above authorized, the officers of this Association shall discharge the duties assigned to them personally wherever
possible, so that the responsibility for the discharge of the functions of each office remains with each officer, and the shifting of responsibility is maintained at a minimum.

**ARTICLE VIII**

Order of Business

**Section 1:** The order of business of the annual meeting of members shall be:

1. Calling meeting to order.
2. Reading minutes of previous meeting.
3. Reading of communications.
7. Unfinished business.

The order of business may be varied in such manner as may seem appropriate.

**Section 2:** The order of business of any meeting of the Board of Directors shall be:

1. Calling meeting to order.
2. Reading minutes of previous meeting.
4. Reading of communications.
5. Reports.
6. Unfinished business.

The above order of business may be varied in such manner as may seem appropriate.

**ARTICLE IX**

Committees

**Section 1:** The President shall appoint a Budget and Finance Committee of not less than three members, including the Treasurer whom shall be the Chairman of the Budget and Finance Committee.
a. In the selection of members for this Committee, the President shall give preference to members possessing administrative experience, adequately acquainted with business financial problems, in order to obtain for the Association the most advantageous utilization of funds for the accomplishment of the objectives of this Association, bearing in mind the Association is non-profit in character with extremely limited resources.

b. The Budget and Finance Committee shall work with the Executive Vice-President and the Treasurer to produce an annual budget for the Association.

Section 2: There shall be an Executive Committee consisting of the elected officers of the Association, the Chairman of the Board, and not more than four Past Presidents.

a. The Executive Committee shall have the power to determine policies and conduct affairs of the Association between meetings of the Board of Directors.

b. The Executive Committee shall meet on the call of the President or at such time and the Committee itself may fix places as may be fixed by the Committee itself.

c. Six members of the Executive Committee shall constitute a quorum of any meeting of the committee.

Section 3: There shall be such other standing committees or the President may appoint special committees as from time to time.

Section 4: No committees shall have power to bind the Association in any manner except as expressly authorized by the Board of Directors.

ARTICLE X
Rules of Order

Section 1: Except as otherwise specifically provided by law, or in these by-laws, Robert’s Rules of Order shall be the parliamentary authority of this Association.

ARTICLE XI
Meetings

Section 1: There shall be an annual meeting of this Association held at a time and place determined by the Board of Directors at least ninety days in advance of the annual meeting date selected.

Section 2: Special meetings of this Association may be called at any time upon written request of at least 10% of the members in good standing or 5 members of
the Board of Directors. Such special meetings shall be held at a time and place to be designated by the President.

**Section 3:** The Secretary shall mail Notice of all meetings of the Association to each member of the Association at least 10 days prior to such meeting.

**Section 4:** A quorum for the annual meeting shall consist of the members in good standing present at such meeting. A quorum for special meetings shall consist of 55% of the members in good standing.

**Section 5:** The fiscal year shall extend from July 1 to June 30 of each calendar year.

### ARTICLE XII

**Affiliations**

**Section 1:** This Association shall be affiliated with the American Trucking Associations, Inc., and may become affiliated by affirmative vote of the Board of Directors, with other associations, which, in the judgment of the Board of Directors, may best serve the interest of the members of this Association.

**Section 2:** Local chapters of this Association, with headquarters located in various cities throughout the State of Montana, comprised of Association members from the area in which such headquarters is located, may be established with the approval of the Board of Directors provided:

a. Such chapters first obtain approval of by-law under which they will be governed from the Board of Directors of this Association; such by-laws shall not be inconsistent with the provisions of these by-laws or any amendments thereto;

b. Such authorized local chapters may, with the approval of the Board of Director of this Association, establish dues for the use of the chapter as the membership therein shall determine and may, subject to the supervision of the Association, handle such local matters as may be appropriately considered by such chapter, all subject to the by-laws of this Association and any amendments thereto and the by-laws of such chapter.

### ARTICLE XIII

**Limitation on Liabilities**

**Section 1:** The Officers and members of the Board of Directors shall not be personally liable for any mistake or error in judgment or for any loss resulting from any act or omission to act in the execution of powers conferred upon them, except
in the case of willful misconduct or fraud. The board members shall be indemnified and held harmless by the Association against and from any and all loss, liability, expense, claims, awards or damages arising from any act or omission to act as a board member hereunder, except in the case of willful misconduct or fraud.

**ARTICLE XIV**

Amendments

**Section 1:** These by-laws may be amended at any annual meeting of the membership by two-thirds of the active members present at the meeting, provided that the substance of the proposed amendment shall be submitted to the membership at least 90 days in advance of the meeting. Any amendment to these by-laws, which may be adopted, shall be, immediately after adoption, submitted to the American Trucking Associations.

*Revised 4/19/13*