

Association Bylaws

ARTICLE 1 - NAME

Section 1. Name. This corporation shall be known as the Transportation Marketing & Sales Association, hereafter referred to as “TMSA” or the “Association.” TMSA is a nonprofit corporation incorporated on January 18, 2006, pursuant to Chapter 317A of the Minnesota Statutes, with the amended name change in 2011. The TMSA is registered as a not-for-profit business league under the provisions of IRC 501(c)(6) with entity number 20-4814307.

Section 2. History. Founded in 1924, it originally was the American Association of Railway Advertising Agents. From 1948 to 1983, it was known as the Association of Railroad Advertising Managers, and from 1983 until 1997, it was known as the Association of Railroad Advertising and Marketing. From 1997 to 2011, it was known as the Transportation Marketing & Communications Association.

ARTICLE 2 - PURPOSE

Section 1. Mission Statement. ~~TMSA’s mission is to enable sales and marketing professionals to learn about and advance the transportation and logistics industry through education, connections and resources, ultimately strengthening their individual development, their businesses and the industry at large.~~ TMSA’s mission is to enable sales and marketing professionals to learn and give back to the transportation and logistics industry through education, connections, and resources, ultimately strengthening their individual development, their businesses, and the industry at large.

Section 2. Dissolution. In the event of the dissolution of the Association and after paying or making provisions for the payment of all the liabilities of the Association, the Board of Directors (as constituted at the date of entry of the order or other determination allowing or directing the liquidation of this corporation’s Association’s affairs), in their discretion, shall by the affirmative vote of a majority of the directors dispose of all of the remaining assets of the Association by distributing them to other Qualified Organizations that serve the marketing, communications, and/or sales profession in the transportation and/or logistics industries.

For purposes of this provision “Qualified Organization” means an entity organized and operated exclusively for charitable, scientific, or educational purposes that qualifies as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

Section 3. Limitation of Methods. The Association shall observe all local, state, and federal laws that apply to an organization as defined in Section 501(c)(6) of the Internal Revenue Code. No part of its earnings shall ever inure to the benefit of any private shareholder or individual, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association.

ARTICLE 3 - MEMBERSHIP

Section 1. Membership. There shall be ~~five~~ **the following** classes of Membership: Corporate, Individual, Affiliate, Honorary, ~~Virtual~~, and Student. All applications for membership are subject to review and approval by the Board of Directors. **There shall be no regard to race, religion, color, national origin, age, gender, sexual orientation, gender identity or expression, or disability status in the consideration of any applicant for membership.** Members shall have voting rights as set forth herein.

~~**Corporate Member.** Any company whose mission involves management and movement of freight among world markets. Corporate Members in good standing are all eligible to vote. Any member designated within a Corporate Member's complement is eligible to hold office, provided the Corporate Member is in good standing.~~

Corporate Member. A company or organization that primarily engages in freight transportation, logistics, or warehousing services, or that provides the technology or equipment to perform such services. All members under a Corporate Membership are eligible to vote and hold office.

~~**Individual Member.** Any individual person involved in marketing, sales, and/or communications for an organization whose mission involves movement of freight among world markets. Individual Membership is not transferrable. Individual Members in good standing are eligible to vote and hold office.~~

Individual Member. An individual person involved in the marketing, sales, or communications for a company or organization that primarily engages in freight transportation, logistics, or warehousing services. Individual Members are eligible to vote and hold office.

~~**Affiliate Member.** Any person or company involved in supplying products or services supportive to marketing, sales, or communications executives within transportation or logistics companies. Affiliate Members in good standing shall appoint one member/representative of their company to vote on behalf of the company. Any member designated within an Affiliate Member's complement is eligible to hold office, provided the Affiliate Member is in good standing.~~

Partner Member: A person, company, or organization that primarily provides products, services, or technology to support the marketing, sales, or communications activities of transportation, logistics, or warehousing companies. Partner members are eligible to vote and hold office except for the board officer positions of Chairperson, President, and President-Elect.

Honorary Member. Any person who has made important contributions to the transportation or logistics industries as so deemed by the Board of Directors may be designated as an Honorary Member by a majority vote of the Executive Committee. Honorary Members are not eligible to vote nor eligible to hold office.

~~**Virtual Member.** Any individual involved in marketing, sales, and/or communications for an organization whose mission involves movement of freight among world markets. Virtual Members are not eligible to vote nor eligible to hold office.~~

~~**Student Member.** Any person who is enrolled in a full-time degree or residency program with an educational institution is eligible to be a Student Member. Verification by the dean of students or program director is required on the application. Student Members are not eligible to vote nor eligible to hold office.~~

Student Member. Any person who is enrolled in a university or residency program is eligible to be a Student Member. Verification of full-time status is required upon application. Student Members are not eligible to vote nor eligible to hold office.

~~**Section 2. Termination of Membership.** In accordance with Minnesota Statutes (Section 317A.411), Membership may be terminated at the discretion of the Board of Directors provided that a member shall not be expelled or suspended, and a membership may not be terminated or suspended other than for nonpayment of dues or fees, except where the member is given:~~

- 1) not less than fifteen (15) days' prior written notice of the expulsion, suspension, or termination, and the reasons for it; and
- 2) an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that the proposed expulsion, termination or suspension not take place.

~~**Section 3. Annual Meeting and Regular Meetings.** An annual meeting of the members, shall be held on such day and at such times as the Board of Directors shall determine, for the purposes of:~~

- Election of successors for directors elected by the members and whose terms have expired or whose terms expire at an annual meeting
- Reporting on the activities and financial condition of the ~~corporation~~ Association
- Consideration and action upon other matters as may be raised consistent with notice of the meeting.

Further regular meetings of the members shall be held at such days and at such times as the Board of Directors shall determine.

If an annual or regular meeting of voting members has not been held during the preceding fifteen (15) months, at least fifty (50) members with voting rights or ten percent (10%) of the members with voting rights, whichever is less, may demand a regular meeting of the members by written notice of demand given to the President or the Secretary.

Within thirty (30) days after receipt of the demand, the Board shall cause a regular meeting of members to be called and held on notice no later ninety (90) days after receipt of the demand at the expense of the Association.

Section 4. Notice. Unless otherwise required by law, the Articles of Incorporation or these Bylaws, notice of all member meetings must be given at least five (5) and not more than sixty (60) days before the meeting and must include the date, time, and place of the meeting.

Whenever under the provisions of these Bylaws notice is required to be given to any member, notice shall be deemed given:

- 1) When deposited in the United States Mail with sufficient postage addressed to the member at the address for the member in the Association's records;
- 2) When communicated to the member orally;
- 3) When handed to the member;
- 4) ~~When left at the office of the member with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office;~~
- 5) ~~If the member's office is closed or the member to be notified has no office, when left at the dwelling or usual place of abode of the director with a person of suitable age and discretion residing in the house; or~~
- 6) When otherwise given using a method fair and reasonable when all the circumstances are considered. Notice by e-mail or other electronic communication shall be deemed fair and reasonable under the circumstances ~~if consented to by the director~~ and sent to the ~~director~~ **member** using the facsimile number, e-mail address or other contact information for the ~~director~~ **member** in the Association's records.

Section 5. Quorum. Unless otherwise provided by law, the Articles of Incorporation or these Bylaws, a quorum for a meeting of members is ten percent (10%) of the members entitled to vote at the meeting. The members entitled to vote shall be as follows:

- All ~~designated representatives~~ **individuals** who have Corporate or **Partner** Membership
- ~~One designated representative per Affiliate Membership~~
- One individual per Individual Membership

Note: Honorary Members and Student Members are not entitled to vote.

Section 6. Action. Except where a larger portion or number is required by law or by these Bylaws, the members may take action by the affirmative vote of a majority of the members present at a duly held meeting.

Section 7. Proxy Voting. ~~Voting by proxy shall be permitted. Members entitled to vote may designate another member to vote on their behalf by completing the appropriate Proxy document. No proxy from a member shall be able to vote for any purpose.~~

Section 8. Written Action. An action required or permitted to be taken at a meeting of the members may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by a majority of the members entitled to vote **provided that through the responses of at least ten percent (10%) of the members entitled to vote on that action, quorum is achieved.**

The written action is effective when it has been signed, or consented to by Authenticated Electronic Communication, by all of those members, unless a different effective time is provided in the written action.

For purposes of these Bylaws, "Authenticated Electronic Communication" means any form of communication, not directly involving the physical transmission of paper, that:

1. Creates a record that may be retained, retrieved, and reviewed by a recipient of the communication, and that may be directly reproduced in paper form by the recipient through an automated process;

2. Is delivered to the principal place of business of the Association, or to an officer or agent of the Association authorized by the Association to receive the communication; and
3. Sets forth information from which the Association can reasonably conclude that the communication was sent by the purported sender.

ARTICLE 4 – BOARD OF DIRECTORS

Section 1. General. The business and affairs of the Association shall be managed by or under the direction of a Board of Directors and Officers consisting of a minimum of three (3) and up to twenty-five (25) persons elected by the affirmative vote of a majority of the members with voting rights.

Each Board Director shall have one (1) vote unless otherwise specified in these Bylaws.

The primary function of the Board of Directors is to:

- 1) Take care of the Association by ensuring prudent use of all assets, including facility, people, and goodwill; and provide oversight for all activities that advance the Association's effectiveness and sustainability. (legal "Duty of due care")
- 2) Make decisions in the best interest of the Association; not in his or her self-interest. (legal "Duty of loyalty")
- 3) Ensure that the Association obeys applicable laws and acts in accordance with ethical practices; that the Association adheres to its stated corporate purposes, and that its activities advance its mission. (legal "Duty of obedience")

The Directors and Officers of the Board shall adhere to the operating guidelines specified in the Association's Governance Manual. Such document is to be reviewed and updated regularly and made available to the Association members upon request.

Section X. Board Makeup and Ratio. The Board shall consist of no less than 50 percent of Individual or Corporate members (including President-Elect, President, and Chairperson positions). The Board shall consist of no more than 50 percent of Partner members.

Section 2. Terms of Service. Unless otherwise specified in these Bylaws, the term for members of the Board of Directors is two (2) years, and staggered elections are held for electable individuals every year.

Section 3. Resignation of Director. A director may resign at any time by giving written notice of his or her resignation to the President of the Board. The resignation is effective when received by the President of the Board, unless a later date has been specified in the notice.

Section 4. Removal of Director. A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than five (5) days' and not more than thirty (30) days' notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

Section 5. Death of Director. In the event of the death, removal, or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

Section 6. Regular Meetings. The Board of Directors shall have regular meetings at such places and times as it shall establish by resolution.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called at any time upon request of the President or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days' written notice of the time, place, and purpose of such special meeting.

Section 8. Quorum. At all meetings of the Board of Directors a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 9. Voting. Except where otherwise required by law, the Articles, or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

Section 10. Location of Meetings. The Board of Directors may hold their meetings at such places, ~~whether in this state or in any other state,~~ as a majority of the directors then in office may from time to time appoint.

Section 11. Notice. If the day or date, time, and place of a board meeting have been announced at a previous meeting of the Board, notice is not required. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken. Whenever under the provisions of these Bylaws notice is required to be given to any director, notice shall be deemed given:

1. when deposited in the United States Mail ~~with sufficient postage~~ addressed to the director at the address for the director in the Association's records;
2. when communicated to the director orally;
3. ~~when handed to the director;~~
4. ~~when left at the office of the director with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office, or if the director's office is closed or the director to be notified has no office, when left at the dwelling or usual place of abode of the director with a person of suitable age and discretion residing in the house; or~~
5. ~~when otherwise~~ given using a method fair and reasonable when all the circumstances are considered. Notice by e-mail or other electronic communication shall be deemed fair and reasonable under the circumstances if consented to by the director and sent to the director using the facsimile number, e-mail address or other contact information for the director in the Association's records.

Section 12. Waiver of Notice. ~~Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.~~

Section 13. Participation by Remote Communication. A director may participate in a board meeting by means of conference telephone or, if authorized by the Board, by other means of remote communication. Participation in a meeting by such means constitutes presence at the meeting. Further, any meeting

among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting if notice is given of the meeting and if the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting. For purposes of these Bylaws, "Remote Communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

Section 14. Written Action. An action required or permitted to be taken at a meeting of the Board members may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by a majority of the members entitled to vote provided that through the responses of at least 51% of the Board members entitled to vote on that action, quorum is achieved.

The written action is effective when it has been signed, or consented to by Authenticated Electronic Communication, by all of those members, unless a different effective time is provided in the written action.

For purposes of these Bylaws, "Authenticated Electronic Communication" means any form of communication, not directly involving the physical transmission of paper, that:

1. Creates a record that may be retained, retrieved, and reviewed by a recipient of the communication, and that may be directly reproduced in paper form by the recipient through an automated process;
2. Is delivered to the principal place of business of the Association, or to an officer or agent of the Association authorized by the Association to receive the communication; and
3. Sets forth information from which the Association can reasonably conclude that the communication was sent by the purported sender.

Section 15. Standing Committees. TMSA shall have the following Standing Committees:

- ~~Finance Committee~~
- ~~Succession Planning Committee~~
- ~~Governance Committee.~~

~~Chairpersons of each of these standing committees will participate as active, voting members of the Board of Directors.~~

Section 16. Other Committees. The President, with the approval of the Board of Directors, may appoint ~~additional~~ standing and ad hoc committees as it deems appropriate, to advise and assist the Board of Directors in the management, direction, and supervision of the various activities of the Association. These committees shall have the authority and perform those duties as defined by the Board of Directors. The President may appoint members in good standing of the Association to such committees; and may fill any ~~committee vacancies, which may occur in such committees~~ subject to a majority vote of the Board of Directors.

Section 17. No Compensation. Directors shall not be compensated for their duties as directors. Directors may be reimbursed for expenses incurred on behalf of the Association, if so determined as a policy adopted by a majority vote of the Board Directors entitled to vote.

In the event that a majority of the members of the Executive Committee or of the Board of Directors approve the hiring of an individual member or their company to provide goods or services to the

Association, said member shall not be permitted to hold a Board Director position for the duration of the contract period.

Section 18. Governance Manual. The actions and activities of the Board of Directors and the Association shall be guided by the policies and procedures detailed in the Association's Governance Manual. This manual will be reviewed regularly by the Governance Committee and updated as required to guide good governance and to conform to pertinent legal requirements. Updates shall be approved by a majority vote at a duly held meeting of the Board of Directors. This manual will be available to members upon request.

ARTICLE 5 - OFFICERS

Section 1. Officers/Executive Committee. Officers shall be nominated by the Succession Planning Committee, approved by the Board of Directors and elected by the membership. The elected officers shall consist of a President; Chairperson, President Elect, Treasurer and Secretary. With the exception of President Elect whose term shall be one (1) year, terms are two (2) years. The four (4) elected officers along with the Chairperson shall constitute the Executive Committee.

Section 2. President. The President is a voluntary position nominated by the Succession Planning Committee first as President Elect and approved by a majority vote of the Board of Directors and subsequently approved by majority vote of the members at a duly held Annual Meeting. This individual then becomes President of the Board and subsequently Chairperson of the Board of Directors. The President:

- calls for all meetings of the Association, the Board of Directors, and the Executive Committee;
- presides at all Association events and meetings;
- works in concert with the Executive Committee and Board of Directors to plan and implement the Association's strategic direction;
- oversees the cohesive and smooth operation of the Association, including committees;
- appoints committee chairs;
- oversees the Association's staff or management firm and administrative functions;
- works closely with the Treasurer to manage the Association's budget
- has authority to approve payments and sign checks in the name of the Association;
- helps to secure sponsorships for the annual conference and other revenue-generating initiatives;
- serves as a clearinghouse for questions, concerns, and solutions;
- keeps a pulse on business and industry trends.

Section 2. President-Elect. The President-Elect is a voluntary position nominated by the Succession Planning Committee and approved by a majority vote of the Board of Directors and subsequently approved by majority vote of the members at a duly held Annual Meeting. This individual then becomes President of the Board and subsequently Chairperson/Past President. The term of the President-Elect is one (1) year during which time, the President-Elect shall learn the roles and responsibilities of the President. In the event of the death, removal or resignation of the President-Elect during his or her term, the Board of Directors can extend the term of the current President and Chairperson/Past President for one (1) year if approved by a majority vote of the Board of Directors and subsequently approved by majority vote of the members at a duly held Annual Meeting.

Section 3. Chairperson/Past President. The Chairperson/Past President is a non-elected volunteer ~~positioned~~ ~~position~~ filled by the immediate past President to provide leadership continuity and to serve as an advisor to the current President and Board Officers. The Chairperson/Past President must be a member in good standing and will have a Board vote during their two-year term and may also serve in committee or special project roles.

Section 4. Treasurer. The Treasurer is a voluntary position nominated by the Board of Directors and elected by the membership. The Treasurer:

- is responsible for the finance committee
- reviews Annual Returns as required to sustain the Association's status as a ~~Chapter 317A Nonprofit organization under the Minnesota Statutes and~~ ~~business league~~ pursuant to Section 501(c) of the Internal Revenue Code
- is responsible for oversight of the Association's financial accounts;
- reviews financial statements for distribution to the Board of Directors and Executive Committee
- reviews annual financial statements for distribution to the membership
- has the authority to sign checks in the name of the Association.

Section 5. Secretary. The Secretary is a voluntary position nominated by the Board of Directors and elected by the membership. The Secretary:

- ensures the safety and accuracy of all board records to provide:
 - accurate recollection of decisions;
 - determination of eligibility to vote;
 - continuity of policies and practices; and
 - accountability of directors and officers
- reviews board minutes
- ensures timely notice of meetings of the board and/or of the membership when such notice is required

Section 6. Quorum. A quorum of the Executive Committee and the Board of Directors of the Association shall consist of fifty percent (50%) of the total number of those officials.

Section 7. Succession Planning Process. It shall be the duty of the Succession Planning Committee to solicit nominations, ~~from among the eligible members,~~ for current or upcoming vacancies on the Board of Directors, according to the Board Nomination Policy specified in the Governance Manual.

The Succession Planning Committee shall review, evaluate, and identify potential candidates for presentation to and approval by the Board of Directors.

The slate of nominees will be presented for membership vote at the Annual Meeting.

Section 8. Board Vacancies. Should any Member of the Board die during the term of office, withdraw or declare his/her inability to serve, the Board of Directors shall, at its discretion and upon majority vote, fill the vacant position until the next Annual Election.

ARTICLE 6 - FINANCIALS

Section 1. Dues and Other Contributions. Dues for all Members shall be established by the Board of Directors and Officers. Members whose dues are delinquent shall not be entitled to vote. The member may be reinstated with the payment of dues.

Section 2. Other Matters. ~~Any other contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as determined by the Board of Directors.~~ The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the charitable or public purposes of the Association.

Section 3. Budget. The Board of Directors shall annually adopt by majority vote, a budget covering Association activities as presented by the Treasurer.

Section 4. Receipts and Expenditures. The Officers shall have authority over the receipts, expenditures and assets of the Association. The President, Treasurer, and any other member of the Executive Committee (as determined by the board of directors) can hold signature authority over Association financial accounts. In the event of an emergency, which may affect the financial well-being of the Association, the Officers have decision-making authority.

Section 5. Deposit. All bonds, stocks and other securities and evidence of value, shall be deposited for safekeeping with a bank, stock brokerage firm, or trust company approved by the Board of Directors, to be held for the account of the Association, and subject to the joint order of the Treasurer and the President.

Section 6. Transfers on Assignments. All transfers and assignments of any securities registered or standing in the name of the Association shall be executed by the Treasurer and the President.

Section 7. Accounts. All dues and other funds received by the Association, whether by way of interest, dividends, bequest or otherwise, shall be deposited in such banks or trust companies as the Board of Directors shall select. The payment of money drawn by or in the name of the Association on the may be signed by such person or persons, signing jointly or singly, as the Board of Directors may determine.

Section 8. Expenses. Payment of bills for current expenses in the regular course of business shall be approved by the President and/or the Treasurer. Unless otherwise specified in the Association's Governance Manual, payment of said expenses shall be by check or other accepted means of payment; two signatures are required one of which shall be a member of the Executive Committee.

Section 9. Bonding. If the Board of Directors so chooses, the Board may require that any or all the persons authorized to sign or countersign checks, whether by this Article or by resolution of the Board of Directors, be bonded in such amounts and with such sureties as the Board may designate.

Section 10. Fiscal Year. The fiscal year of the ~~Corporation~~ Association shall begin on the 1st of January and end on the 31st of December of each year.

ARTICLE 7 - SEAL

The ~~Corporation~~ Association shall have no seal.

ARTICLE 8 – RULES OF ORDER

~~Unless otherwise provided, all deliberations of the Association shall be conducted in accordance with Robert's Rules of Order as specified by the Board of Directors in the Association's Governance Manual, insofar as they do not contravene the laws of the State of Minnesota.~~

The interpretation of these Bylaws shall rest with the Board of Directors. *Robert's Rules of Order Revised* shall govern this Association in all matters of procedure not covered by these Bylaws or Governance Manual.

ARTICLE 9 – INDEMNIFICATION

Section 1. Coverage. Any person who at any time serves or has served as a director or officer of the Association shall have a right to be indemnified by the Association to the fullest extent permitted by ~~Section 317A.521 of the Minnesota Nonprofit Corporation Act, or the corresponding provision(s) of any successor~~ governing statute or law, against (a) reasonable expenses, including reasonable attorneys' fees, actually incurred by him or her in connection with any threatened, pending or completed action, suit or proceedings and any appeal thereof, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Association, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.

Section 2. Payment. Expenses incurred by such person may be paid in advance of the final disposition of such investigation, action, suit, or proceeding upon receipt of any undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the ~~Corporation under the laws of the State of Minnesota.~~ Association under governing law or statute.

Section 3. Evaluation. The Board of Directors shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by this Article 9, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the amount of indemnity due him or her and giving notice to, and obtaining approval by, the Association.

Section 4. Consideration. Any person who at any time after the adoption of this Article 9 serves or has served in any of the aforesaid capacities for or on behalf of the Association shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Article 9. Any repeal or modification of these indemnification provisions shall not affect any rights or obligations existing at the time of such repeal or modification.

Section 5. Insurance. The Association shall have the power, by resolution of the Board of Directors, to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association, or is serving at the request of the Association as a director, officer, employee or

agent against any liability asserted and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability.

Section 6. Non-Exclusivity of Rights. The right of indemnification hereinabove provided shall be in addition to other rights of indemnification permitted by applicable law, and shall not be exclusive of any rights to which any such director, officer, employee, or agent may otherwise be entitled under any Bylaws, agreement, vote of the Board of Directors or otherwise with respect to any liability or litigation expenses arising out of his or her activities in such capacity.

ARTICLE 10 – STANDARD OF CARE AND DEALING WITH OTHER CORPORATIONS AND ORGANIZATIONS

Section 1. General. It is the responsibility of each officer and director of this ~~corporation~~ Association to discharge his or her duties as a director in good faith, in a manner the person reasonably believes to be in the best interests of this ~~corporation~~ Association, and with the care and ordinarily prudent person in a like position would exercise under similar circumstances.

Section 2. Contracts and Transactions. No contract or other transaction shall be permitted between this ~~corporation~~ Association and one or more of its directors, or between this ~~corporation~~ Association and an organization in or of which one or more of this ~~corporation's~~ Association's directors are directors, officers, or legal representatives or have a material financial interest.

Section 3. Material Interests. For the purpose of this Article 10:

- 1) A director does not have a material financial interest in a resolution fixing the compensation of another director as a director, officer, employee, or agent of the ~~corporation~~ Association, even though the first director is also receiving compensation from the corporation; and
- 2) A director has a material financial interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers and sisters, and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

ARTICLE 11 – AMENDMENTS

These Bylaws may be amended as necessary, to comply with legal requirements or to provide good governance of the Association, by a majority vote of the Board of Directors, provided that the amendments shall take effect immediately and be formally adopted by majority vote at the next Annual Meeting at which 10 percent of the members entitled to vote are present.

Information and Rationale on Major Changes to TMSA Bylaws *(submitted by Board Governance Committee)*

ARTICLE 2 – PURPOSE (page 1)

Section 1. Mission Statement. ~~TMSA's mission is to enable sales and marketing professionals to learn about and advance the transportation and logistics industry through education, connections and resources, ultimately strengthening their individual development, their businesses and the industry at large.~~ TMSA's mission is to enable sales and marketing professionals to learn and give back to the transportation and logistics industry through education, connections, and resources, ultimately strengthening their individual development, their businesses, and the industry at large.

RATIONALE

1. Aligns Mission Statement language found in Bylaws and Website
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ARTICLE 2 – PURPOSE (page 1)

Section 3. Limitation of Methods. The Association shall observe all local, state, and federal laws that apply to an organization as defined in Section 501(c)(6) of the Internal Revenue Code. No part of its earnings shall ever inure to the benefit of any private shareholder or individual, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association.

RATIONALE

1. Removes language mentioning laws and statutes of Minnesota throughout the Bylaws
 2. Adds best practices languages on adherence to relevant laws, and nonprofit status of the Association
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ARTICLE 3 – MEMBERSHIP (page 2)

Section 1. Membership. There shall be ~~five~~ the following classes of Membership: Corporate, Individual, ~~Affiliate~~, ~~Partner~~, Honorary, ~~Virtual~~, and Student. All applications for membership are subject to review and approval by the Board of Directors. ~~There shall be no regard to race, religion, color, national origin, age, gender, sexual orientation, gender identity or expression, or disability status in the consideration of any applicant for membership.~~ Members shall have voting rights as set forth herein.

RATIONALE

1. Removed Virtual Membership, which was a temporary designation during the pandemic
 2. Added non-discrimination statement
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ARTICLE 3 – MEMBERSHIP (page 2)

~~**Corporate Member.** Any company whose mission involves management and movement of freight among world markets. Corporate Members in good standing are all eligible to vote. Any member designated within a Corporate Member's complement is eligible to hold office, provided the Corporate Member is in good standing.~~

Corporate Member. A company or organization that primarily engages in freight transportation, logistics, or warehousing services, or that provides the technology or equipment to perform such services. All members under a Corporate Membership are eligible to vote and hold office.

~~**Individual Member.** Any individual person involved in marketing, sales, and/or communications for an organization whose mission involves movement of freight among world markets. Individual Membership is not transferrable. Individual Members in good standing are eligible to vote and hold office.~~

Individual Member. An individual person involved in the marketing, sales, or communications for a company or organization that primarily engages in freight transportation, logistics, or warehousing services. Individual Members are eligible to vote and hold office.

RATIONALE

1. Redefined Corporate and Individual Memberships to align with other member categories
 2. Clarifies that individuals or companies must be primarily in the transportation and logistics industry to be eligible
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ARTICLE 3 – MEMBERSHIP (page 2)

~~**Affiliate Member.** Any person or company involved in supplying products or services supportive to marketing, sales, or communications executives within transportation or logistics companies.~~

~~Affiliate~~

~~Members in good standing shall appoint one member/representative of their company to vote on behalf of the company. Any member designated within an Affiliate Member's complement is eligible to hold office, provided the Affiliate Member is in good standing.~~

Partner Member: A person, company, or organization that primarily provides products, services, or technology to support the marketing, sales, or communications activities of transportation, logistics, or warehousing companies. Partner members are eligible to vote and hold office except for the board officer positions of Chairperson, President, and President-Elect.

RATIONALE

1. Redefined and renamed category from "Affiliate" to "Partner" to better describe companies and organizations in this membership category
2. Restricts a Partner Member from holding board member positions in the "presidential" line. They would be eligible for election or appointment to board member positions, Secretary, and Treasurer
3. Amends language to provide voting rights to all members under a Partner Membership, not just one member representing the Partner Member company or organization

ARTICLE 3 – MEMBERSHIP (page 4)

~~**Section 7. Proxy Voting.** Voting by proxy shall be permitted. Members entitled to vote may designate another member to vote on their behalf by completing the appropriate Proxy document. No proxy from a member shall be able to vote for any purpose.~~

RATIONALE

1. Removes proxy voting provision in accordance with best practices for nonprofit associations

ARTICLE 4 – BOARD OF DIRECTORS (page 5)

Section X. Board Makeup and Ratio. The Board shall consist of no less than 50 percent of Individual or Corporate members (including President-Elect, President, and Chairperson positions). The Board shall consist of no more than 50 percent of Partner members.

RATIONALE

1. Adds a section specifying the ratio of Individual and Corporate Members to Partner Members
 2. Ensures Association is governed by a majority of directors and leaders from freight transportation, logistics, or warehousing companies, or companies that provide the technology or equipment to perform freight transportation or logistics services
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ARTICLE 8 – RULES OF ORDER (page 11)

~~Unless otherwise provided, all deliberations of the Association shall be conducted in accordance with Robert's Rules of Order as specified by the Board of Directors in the Association's Governance Manual, insofar as they do not contravene the laws of the State of Minnesota.~~

The interpretation of these Bylaws shall rest with the Board of Directors. *Robert's Rules of Order Revised* shall govern this Association in all matters of procedure not covered by these Bylaws or Governance Manual.

RATIONALE

1. Amends to remove reference to Minnesota laws
 2. Revised language in accordance with best practices for a nonprofit association
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