

# *The Dallas-Fort Worth Air Cargo Association*

## **Missions Statement & Association Goals and Activities**

### **MISSION STATEMENT**

The *Dallas-Fort Worth Air Cargo Association* will offer a unique opportunity to exchange information and ideas directly related to handling goods or creating, meeting or facilitating demand in the supply chain of air cargo activity in the Dallas-Fort Worth region.

### **ASSOCIATION GOALS AND ACTIVITIES**

The Association will focus on all parts of the supply chain that are part of, or affect, the air cargo industry in the Dallas-Fort Worth region. Accordingly, the Association will, among other things:

- Be open to all organizations, individuals and businesses with an interest in air cargo.
- Present a unified voice for air cargo issues in the Dallas-Fort Worth area.
- Further the exchange of ideas and solutions to common problems in the air cargo industry.
- Promote better relations and communications between the different constituencies of the air cargo industry.
- Provide a forum for the orderly, uniform planning for the future of the air cargo industry in the Dallas-Fort Worth area.
- Promote economic development and value to the Dallas-Fort Worth area through regional growth in the air cargo industry.
- Educate members of the air cargo industry on specific and important issue that may impact them.
- Strengthen logistics skills of the local air cargo community.

## CONSTITUTION

### Article I – Name and Underlying Legal Authority

The name of the organization will be the Dallas-Fort Worth Air Cargo Association (the “*Association*”). The Association shall be organized and governed as an unincorporated nonprofit association pursuant to Chapter 252, Title 6, of the Texas Business Organizations Code.

### Article II – Purpose

The purposes of the Association shall be to:

- A. Present a unified voice for air cargo issues in the Dallas-Fort Worth area.
- B. Further the exchange of ideas and solutions to common problems in the air cargo industry.
- C. Promote better relations and communications between the different constituents of the air cargo industry.
- D. Provide for orderly, uniform planning for the future of the air cargo industry in the Dallas-Fort Worth area.
- E. Educate the members of the air cargo industry on specific important issues that impact them.
- F. Promote economic development and value to the Dallas-Fort Worth area through regional growth in the air cargo industry.

### Article III – Policy

The Association shall not participate in or take sides in any matter arising between factions in the air cargo industry unless two thirds of the Voting Members vote for the position at a regularly scheduled meeting.

### Article IV – Membership

- A. Voting Members – Businesses and certain individuals associated with the air cargo industry may be allowed to be voting members as determined in the By Laws. Each voting member in good standing will have one vote. Business members will be allowed to have only one voting member that will be appointed for the year in writing. The business members may also name an alternate in the same manner. All airport representatives shall be Non-Voting Members.

- B. Non-Voting Members – Certain members of governmental agencies or quasi-governmental agencies and certain companies or individuals that are not directly involved in the air cargo industry, as more fully provided for in the By Laws, may be allowed to attend meetings and hold a Non-Voting membership according to the procedures established in the By Laws.
- C. The By Laws may also allow for Honorary memberships, which positions will be treated as Non-Voting memberships.
- D. Good Standing – A member shall be considered to be in good standing if it has paid its dues in a timely fashion and it has conducted its business in accordance with the standards of the air cargo industry.

#### **Article V – Officers and Directors**

- A. The officers of the Association shall consist of a (1) Chair of the Board of Directors, (2) President, (3) Vice-President and Program Chair, (4) Secretary, and (5) Treasurer. The Association may also, from time to time and through a process defined in the Association's By Laws, create or abolish various other officer positions including, but not limited to, a Membership and Special Events Chair, an Employment Chair, a Historian and Airport Liaisons.
- B. The office of the Chair of the Board of Directors will be held by the immediate past-President. The Vice-President will also be considered the President-Elect.
- C. The officers designated pursuant to Article V(A) of this Constitution, excluding Non-Voting Member Airport Liaisons, shall serve as members of the Board of Directors. Non-Voting Member Airport Liaisons shall serve as non-voting "ex-officio" members of the Board of Directors.
- D. The ultimate authority for all matters pertaining to the operation of the Association will rest with its Voting Membership. The Voting Members shall exercise its authority by adopting the By Laws and by electing the Board of Directors, who shall in turn have the full authority to act on behalf of the Association in all of its regular affairs. The Board of Directors shall be subject to the By Laws of the Association and none of its acts shall conflict with action taken by the Association through the By Laws, this Constitution or any approved amendments to the By Laws or Constitution.
- E. Two-thirds of the members of the Board of Directors, but in no case no less than three (3) members of the Board of Directors, shall constitute a quorum for the transaction of business.
- F. Non-Voting Members may serve as ex-officio board members, and as such will not vote.

#### **Article VI – Elections and Terms of Office**

- A. Following the original organization of the Association, the Officers of this organization shall be elected as follows:
1. The Board of Directors shall appoint a Nominating Committee in the month of September of each year. The Committee shall consist of four Voting Members in good standing, including one current member of the Board of Directors and three Voting Members who are not currently members of the Board of Directors. The Nominating Committee shall only consider Voting Members in good standing for the positions of Chair of the Board of Directors, President, Vice President, Secretary and Treasurer. The member of the Nominating Committee who is also a member of the Board of Directors shall serve as the Chair of the Nominating Committee. The Committee will make its report and recommended slate of new officers at the October meeting. Any Voting Member in good standing may make floor nominations during the October general meeting.
  2. Ballots will be mailed to the membership immediately following the October meeting. These ballots are to be returned, in specially marked envelopes, to the Secretary for opening and counting at the November meeting, at which time election of officers shall take place. In the alternative, the ballots may be distributed, collected and counted by the Secretary electronically so long as the methodology used reflects the intent to be binding upon sender and recipient and otherwise complies with all requirements sufficient to serve as an electronic signature under the Electronic Signatures in Global and National Commerce Act, the Uniform Electronic Transactions Act, and applicable portions of the Texas versions of said Acts. Each Voting member may vote directly or may designate a proxy to cast that member's vote, but in no instance will a Voting Member have any more than one vote per proposed office for any election.
  3. The person receiving a plurality of votes cast for each position shall be declared elected.
- B. The Officers shall begin their terms on January 1. Each term shall be for one calendar year. Officers shall hold their office until (1) their successors are elected and take office, (2) they resign their office, or (3) they are removed from their office.
- C. Officers may be removed by a unanimous vote of the Board of Directors (excepting that member being removed).
- D. If the President vacates or is removed from his or her office, the Vice President shall succeed him or her. The Board of Directors shall fill the Vice President's position, or any other vacancy or removal that may occur from time to time, for the remaining term of the person who has departed the Board. In either case, the next sequential election process, as defined above in Article VI(A), shall apply to fill all positions as applicable.
- E. The Board of Directors shall meet from time to time, or at the call of the President, but no less than four (4) times during each calendar year, and each meeting will be scheduled

one week prior to a general membership meeting. At least two meetings of the Board may be conducted by teleconferencing and should be scheduled sufficiently in advance to facilitate board member participation.

#### **Article VII – Meetings**

Meetings shall be held as prescribed in the By Laws.

#### **Article VIII – Committees**

Committees may be appointed for special functions or projects as required by the President.

#### **Article IX – Rules**

- A. This Association shall adopt By Laws for its government in all matters not provided for by this Constitution, and not contradictory, thereby providing a method of amendment.
- B. In the absence of special rules, and except as provided by the Constitution and By Laws, the proceedings of this Association shall be conducted in accordance with Robert's Rules of Order, Revised.

#### **Article X – Amendments**

This Constitution may be amended at any regular meeting at which at least fifty percent (50%) of the Voting Membership is present by a two-thirds vote of those Voting Members that are present. All proposals of amendments must be submitted to the Board of Directors and announced in writing to the membership at least thirty days prior to the meeting at which the vote shall be taken.

#### **Article XI – Adoption of Constitution**

This Constitution shall take effect immediately on adoption this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and subject to the latest revision.

## BY LAWS

### Number 1 – Membership

1. Voting Membership in this Association shall be limited to those who are active in or have a relationship with the Dallas-Fort Worth air cargo community. This class of membership is to be construed as broadly as possible, and is to include anyone who is directly related to handling goods or creating, meeting or facilitating demand in the supply chain of air cargo activity in the Dallas-Fort Worth region.
2. Non-Voting Membership shall be open to governmental or quasi-governmental agencies who would like to participate in the Association but are forbidden from serving as Voting Members pursuant to their agency's internal rules or policies, and to certain other companies, individuals or students who are not directly involved in the area's air cargo industry but who wish to participate in the Association's activities.
3. Companies or individuals who qualify for Voting Membership may not join the Association as a Non-Voting Member.
4. The President shall have the final decision, with advice from the other Officers, as to whether a company or individual qualifies for Voting or Non-Voting Membership; provided, however, that the standard for Voting Membership shall be liberally applied in order to provide the maximum participation of members of the air cargo community in this Association's activities.
5. Members of this Association shall be accepted in the following manner. New prospects will be submitted to the Secretary, or if one is appointed, to a Membership Chair. Their participation will be solicited and a membership application submitted. If the Board of Directors approves the application, then the new member is accepted.
6. Honorary Members may be elected by the unanimous vote of the Board of Directors. Such Honorary Members shall be treated as if they hold a Non-Voting Membership.
7. All airport representatives shall be jointly appointed by the administration of each airport and the Board of Directors of this Association. All airport representatives shall be Non-Voting Members.
8. Each Voting Member in good standing will have one vote in all elections or actions held or taken by the Association, which votes may be made by proxy upon written designation by the applicable Voting Member.
9. Voting and Non-Voting Members that are "Businesses" (i.e., any membership other than an individual membership) may have multiple members in the Association; provided, however, that Voting Members that are Businesses will be allowed to have only one designed "Voting Representative" who will be appointed for the year in writing and who shall represent all of the Business's members by casting one vote for that Business for

each election or action requiring a vote by the Association. Such Businesses may also name as alternative in the same manner, who shall be allowed to cast the one vote for that Business should the primary Voting Representative be unavailable to vote at the time the vote is taken.

## **Number 2 – Dues**

1. Dues must be paid by February 1<sup>st</sup> of each year.
2. The amount of the dues shall be initially set, and may be changed from time to time, by a quorum vote of the Board of Directors; provided, however that such dues may not be changed more than once per year. The Board of Directors, by a quorum vote, may set the dues such that Non-Voting Members pay the same amount or a lesser amount than the Voting Members, including the option of not charging the Non-Voting Members any dues. Honorary Members shall not be charged dues.
3. Dues shall be a fixed amount for all members within their category of membership (i.e., either Voting or Non-Voting Membership), and shall be considered an individual's dues, rather than a company's or a Business's dues.

## **Number 3 – Programs**

The Vice President/Program Chairman shall provide the program speaker for each regularly scheduled meeting in which one is required.

## **Number 4 – Meetings**

1. Regular meetings shall be held at regular intervals and upon such days as set by the Board of Directors upon consultation with the Voting Members.
2. Special Meetings may be called by a quorum vote of the Board of Directors.
3. The Board of Directors shall meet on the day of the month and at the time of that day as set by the President in consultation with the Board of Directors. Such meeting should be scheduled, to the extent possible, prior to the Association's regular monthly meeting in order to address business prior to that meeting.

## **Number 5 – Duties of the Individual Officers**

1. The duties of the President shall be as follows:
  - ◆ Preside at all meetings.
  - ◆ Be co-signor on all Association checks.
  - ◆ Be ex-officio member of all committees.

- ◆ Appoint chairpersons and members of committees.
  - ◆ Call a meeting of the officers any time he or she feels it necessary.
  - ◆ Appoint temporary Board members to fill vacancies that arise.
2. The duties of the Vice President/Program Chair shall be as follows:
- ◆ Assume the duties of the President in his or her absence.
  - ◆ Arrange the program for each meeting if needed.
  - ◆ Assist in the work of the Association.
  - ◆ Assist the President in notifying Board Members when a special meeting is called.
3. The duties of the Secretary shall be as follows:
- ◆ Keep an accurate record of the proceedings of each meeting.
  - ◆ Be prepared to read on call the record of any business transaction of any previous meeting of the Board of Directors or the general members.
  - ◆ Receive applications for membership in the Association should the President, in conjunction with the remainder of the Officers, not appoint a Membership Chair.
  - ◆ Attend to the correspondence of the Association.
  - ◆ Keep a copy of all correspondence received and written.
  - ◆ Notify all members of scheduled meetings in advance.
  - ◆ Write and compile the monthly newsletter.
  - ◆ Coordinate with the Treasurer to ensure the membership list is accurate and up-to-date.
  - ◆ Maintain an Association mailbox at a central and appropriate location in the Dallas-Fort Worth area.
4. The duties of the Treasurer shall be as follows:
- ◆ Collect luncheon fees if applicable.
  - ◆ Pay all expenses and be co-signor on all Association checks.

- ◆ Keep a correct and complete record of income and disbursements that will be ready for possible inspection by the Attorney General's office or any other applicable governmental or regulatory body that wishes to review them.
  - ◆ Maintain a list of all paid members of the association.
  - ◆ Notify the secretary of changes to the new membership roster.
5. The duties of the Chair of the Board shall be as follows:
- ◆ Assist the President in whatever specific tasks requested by the President.

### **Number 6 – Creation of Additional Officers and The Additional Officers' Duties**

1. The President, with the advice and consent of at least two-thirds of the remaining Officers, may from time-to-time create new Officer Positions, including, but not limited to, a Membership and Special Events Chair, an Employment Chair, an Historian and Airport Liaisons. When such new Officers are appointed, they shall be elected from year-to-year in the same method as described in Article VI of the Association's Constitution, and such positions shall continue until that particular position is abolished by at least a two-thirds vote of the remaining Officers.
2. If the Board of Directors creates new offices as contemplated in Paragraph 6(1), above, then the duties of those Officers shall be as described below. If the Board of Directors creates any other offices, then the Board shall, at that time, define the duties that are appropriate to that particular related officer.
3. The duties of the Membership and Special Events Chair shall be as follows:
  - ◆ Solicit new members.
  - ◆ Maintain an up-to-date list of members of the organization.
  - ◆ Together with the Secretary and the Treasurer, coordinate and produce a two-year directory.
  - ◆ Submit names and addresses to the Secretary and Treasurer for mailing list updates.
  - ◆ Recommend, organize and advertise all special events of the organization.
  - ◆ Coordinate all proposed event expenses with the President and Treasurer before committing the Association to any contracts.
  - ◆ Serve as alternate co-signor on checks.

4. The duties of the Employment Chair shall be as follows:
  - ◆ Develop job position listing from local companies.
  - ◆ Collect resumes.
  - ◆ Keep membership advised of available positions and personnel.
  
5. The duties of the Historian shall be as follows:
  - ◆ Function as goodwill ambassador, sending flowers and get well cards as appropriate.
  - ◆ Take photographs of all special events, functions and monthly speakers.
  - ◆ Keep photographs and memorabilia of the current year in a scrapbook to be on display at each monthly membership meeting.
  - ◆ Assist the Secretary with the monthly newsletter, and maintain a copy of each newsletter created.
  
6. The Airport Liaison may participate in the Association's activities as follows:
  - ◆ Provide updates as the representative deems necessary of the activity of the airport to the members at meetings and through the newsletters.
  - ◆ Research issues at the airport raised by the Association and report findings to the Board of General Membership as appropriate.
  - ◆ Report Association positions on airport issues, general membership questions or suggestions to the appropriate airport staff or organization when appropriate.
  - ◆ Any Airport Liaison may not vote in any election or action taken by the Board of Directors.

#### **Number 7 – Duties of the Board of Directors**

1. The duties of the Board of Directors shall be as follows:
  - ◆ Execute, through its Officers, the recognized and authorized policies of this Association.
  - ◆ Authorize all expenditures without creating any indebtedness beyond the income of the Association or disbursing funds for purpose not essential to the object of the Association.

- ◆ Govern by majority vote except where otherwise provided. The Board of Directors shall have the power to overrule or modify the actions of any Officer of the Association.
  - ◆ Draft and periodically review and revise detailed financial guidelines for the collection and disbursement of all funds to or from the Association.
  - ◆ Arrange for a pro bono audit of the books and accounts at least once per year. After elections but before the new Officers assume their positions each year, the out-going President shall appoint an auditing committee that will consist of the current Treasurer and the Treasurer-elect. In the event that the out-going and the in-coming Treasurer are the same person, the auditing committee will consist of two other members of the general membership, appointed by the President for the specific purpose of participating on this committee. The current Treasurer will only explain the books and answer any questions. The committee will make report and present it to the in-coming Board of Directors at the first Officer's meeting at the beginning of the new term.
2. All Officers shall be responsible for attending regularly scheduled meetings of the Board of Directors and of the general membership. Any Officer who registers three unexplained absences from either, or both, of the designated meetings shall be asked to resign his or her office unless the absences are deemed excusable by the Board. The office shall be filled according to the Constitution, Article V, Section G.

### **Number 8 – Earnings**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, Officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions set forth in Paragraph 5(4) hereof.

### **Number 9 -- Suspension of By Laws**

Any By Law may be temporarily suspended during any meeting of the Association by the unanimous vote of all the members present at the meeting.

### **Number 10 – Amendment of the By Laws**

These By Laws may be amended at any regular meeting at which at least thirty percent (30%) of the Voting Membership is present by a simple majority vote of those Voting Members that are present., provided that (1) the proposed amendment shall have been read, and explained if necessary, at the preceding meeting.; and (2) Notice of proposed amendment and a copy thereof shall have been mailed to each member by the Secretary prior to the meeting.