



WASHINGTON MOVERS CONFERENCE

BY LAWS

APRIL 2004

"Committed to Excellence"

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(REVISED APRIL 2004. REVISED SECTION NOTED BY ASTERISK)

WASHINGTON MOVERS CONFERENCE

BY-LAWS

ARTICLE I

Name, Location and Corporate Seal

Section 1. The name of this organization is the WASHINGTON MOVERS CONFERENCE, which hereafter may be referred to as the "Conference".

Section 2. The principle office of the Conference shall be located within Washington State at such a place approved by the Board of Directors.

Section 3. The corporate seal shall be circular in form and have inscribed on it the name of the corporation, the year of its incorporation and the state of its incorporation.

ARTICLE II

Purposes

Section 1. The purpose of this Conference shall be:

(1) In every lawful manner to contribute to the growth, prosperity and welfare of the household goods moving & storage industry; to consider and deal with the common problems of the industry; to secure cooperation and better business relations among its members; and to promote activities that will enable it to conduct itself with the greatest economy and efficiency.

(2) To improve the quality of moving and storage service and to promote public trust in the moving and storage industry within the State of Washington.

(3) To promote industry unity and to foster friendship and mutual goodwill among the members of the moving industry.

(4) To aid, assist and cooperate with the various state and federal administrators and regulatory bodies.

(5) To secure freedom from unlawful or unjust exactions, and to promote the common business interests of the moving industry.

- (6) To cooperate with other industries and organizations.
- (7) To afford due consideration to and expression of opinion upon questions affecting the moving and storage industry.
- (8) To act as agent for its members in compiling and publishing tariffs and/or schedules of rates, charges and classifications for the storage of household goods, and to arrange for and make appearances before state regulatory bodies on behalf of its members regarding rate or tariff questions or other matters which its members are or may be interested in, and to sponsor and fund cost operation studies of representative members for the purpose of developing reliable and uniform data for use in connection with any proceedings or applications involving intrastate or interstate rates.
- (9) To do anything necessary and proper for the accomplishment of any of the objects herein set forth and for the accomplishment of such other objectives as may be recognized as proper and lawful for trade associations generally, all of which shall be consistent with the public interest, as well as with that of this industry.

Section 2. In furtherance of these purposes and objectives, but not in limitation thereof, the Conference may concern itself with such matters as: taxation, regulation and enforcement, Washington Utilities and Transportation Commission rule-making or rate-making proceedings and safety regulations; code of ethics; public relations; military relations (non-controversial); leasing, quality control; regulation of vehicle size; uniform accounting practices; uniform manuals and other documentation; labor-relations; research and development of new equipment and operating methods; improved utilization of equipment and load factor, etc.

ARTICLE III

Membership

Section 1 Active Any person, firm or corporation lawfully engaged in the transportation of household goods as defined by the State of Washington within the State of Washington is eligible to become an active member of this Conference.

Section 2. Associate Any person, firm or corporation whose business is allied with and related to that of the moving and storage industry is eligible to become an associate member of this Conference.

Section 3. Voting An owner, officer or authorized employee of each "active" member firm or corporation shall represent, vote and act on behalf of the member in all affairs of the Conference. Only active members shall have voting rights.

Section 4. Election of Members Any person, firm or corporation eligible for membership under these by-laws may be elected to membership on written application. For such election a majority of votes of the Board of Directors shall be required. If an application is rejected by the Board of Directors, the decision in that regard may be appealed by the applicant to the general membership.

Section 5. Pre-existing Membership Any person, firm or corporation who has held membership in the Washington State Warehousemen's Association who was a member of such organization on incorporation date shall automatically be entitled to either active or associate membership in this Conference, as may be determined by the Board of Directors. A Party objecting to a decision in this situation by the Board of Directors may seek a review of that classification by the general membership.

Section 6. Withdrawal from Membership Any member with dues paid to date may withdraw from the Conference at any time by filing written notice of withdrawal with the Executive Director.

Section 7. Suspension and Expulsion By a two-thirds vote of the entire membership of the Board of Directors, any member may be suspended or terminated for violation of these by-laws, nonpayment of dues, or any other conduct prejudicial to the interests of the Conference. The notice of the meeting at which such suspension or termination will be considered shall contain a statement of the charges, and a copy thereof shall be mailed to the member affected at its/his last known postal address as well as to the Directors and such member shall have the opportunity to appear at such meeting in person or by representative and present any defense to such charges before action is taken thereupon. If any member is in arrears for dues for a period of more than three (3) months, the Executive Director shall have the discretion as to whether he should further endeavor to seek collection thereof or report the matter to the Board of Directors.

ARTICLE IV

Affiliations

Section 1. To further its objectives and purposes, this Conference may become directly affiliated with or otherwise establish reciprocal arrangements with any or all of the following organizations:

American Trucking Associations, Inc. ;
Washington Trucking Associations, Inc. ;
American Moving and Storage Association ;
Association of Washington Business
Better Business Bureau

or any successor organization or organizations of a similar kind and nature.

Section 2. This Conference may by direct affiliation, service contracts or otherwise, make arrangements with the Local Cartage and Storage Conference (of Washington) or its successor, or any similar association or organization for the procurement of administrative support services, including, but not limited to, office facilities, office equipment, telephone services, clerical and secretarial assistance, management supervision or any other related services.

ARTICLE V

Chapters

The Conference may establish local chapters in the State to operate under such rules as prescribed or approved by the Board of Directors. Such local chapters as established shall elect their own officers to preside over the meetings held by that chapter.

ARTICLE VI

Dues

The dues of the active and associate members of the Conference shall be reviewed by the Executive Director on an annual basis during the third quarter of each calendar year. Any adjustments required must be approved by the Board of Directors and will become effective beginning the fourth quarter.

ARTICLE VII

Membership Meetings

* Section 1. Annual A regular meeting of the members for the election of Directors, receipt of the annual report and for the transaction of such other business as may come before it, shall be held during the Annual WTA/WMC Leadership Conference & Exposition at such time and place as may be fixed by the Board of Directors.

Section 2. Special Special meetings of the members may be called by the President or by the Board of Directors, or shall be called by the President upon the written request of five (5) members of the Conference.

Section 3. Notice Written notice of the time and place of each annual meeting and of the time, place and purpose of each special meeting along with an appropriate agenda, shall be mailed by the Executive Director to each active and associate member at its last known post office address, at least three (3) days before the time appointed for the meeting.

Section 4. Quorum Eighteen members, or more, in good standing, appearing in person or by their authorized representatives, shall constitute a quorum for the transaction of business and may act by a majority vote of those present.

ARTICLE VIII

Board of Directors

Section 1. Board of Directors Representation There shall be fourteen (14) Directors of the Conference, seven (7) of whom shall be elected for a term of two (2) years during each even numbered calendar year and seven (7) of whom shall be elected for a term of two (2) years during each odd numbered calendar year. The elected members of the Board shall include at least one member from each of the five (5) established regions within the State; the Northwest, West, Southwest, East and Southeast.

Section 2. Annual Election of Directors At each annual meeting, a number of Directors equal to those whose terms are expiring shall be elected for a term of two (2) years or a term necessary to ensure compliance with Section 1.

Section 3. Eligibility No person shall be elected a Director unless they are an active member of the Conference in good standing or are an authorized representative thereof.

Section 4. Voting Procedure Only active members present at the annual meeting shall be entitled to vote for the election of the Board of Directors. If there are a greater number of nominees for the Board than there are vacancies to be filled the voting shall be done by secret ballot. In addition to the nominations proposed by the Nominating Committee, nominations may be handled from the floor. The President shall appoint tellers to count and announce the vote; those nominees receiving the largest number of votes for the vacancies to be filled shall be declared elected; a tie shall be decided by lot.

Section 5. Duties The affairs of the Conference shall be managed by the Board of Directors which shall include twelve (12) elected members, the President Elect and the Immediate Past President at the minimum. Any Director may, by written notice to the President and for a specific occasion only, appoint an alternate who shall exercise the function of a Director during the absence or disability of the elected Director. The appointed alternate is subject to eligibility as noted in Section 3, contained herein, and may not be a permanent appointment to the Board of Directors without membership vote approval as outlined in Section 4, contained herein

Section 6. Meeting Regularity The Board of Directors shall meet at a time and place and date to be determined by the President on a regular quarterly basis or special need throughout the calendar year.

Section 7. Notice Quarterly meetings or special meetings of the Board of Directors will be announced by written notice to each Board member, along with an appropriate agenda, and shall be mailed by the Executive Director to each Director at their last mailing address at least seven (7) days prior to the time appointed for the meeting.

Section 8. Quorum Fifty-one (51) percent of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than these are present, a majority of those present may adjourn the meeting without further notice. In the case of an urgent matter before the Board, the President, or the Executive Director at the President's direction, may contact those Board members not present by phone for their vote to comply with the quorum necessary.

Section 9. Vacancies Vacancies on the Board of Directors may be filled by the Board of Directors at any regular or special meeting.

ARTICLE IX

Officers

Section 1 (a). Elected Officers The elective officers of this Conference shall be a President, President-Elect, Vice-President, Secretary and Treasurer. These officers shall be elected annually by the Board of Directors at its meeting immediately following the annual membership meeting and shall hold office for the term of one year or until their respective successors have been elected. The positions of Secretary and Treasurer may be combined at the discretion of the Board.

Section 1 (b). Succession The President-Elect shall automatically succeed to the Office of President upon the completion of the term or upon the disability of the President.

Section 2. Eligibility No person may hold elective office in the Conference unless he/she is a member of the Board of Directors, except the Vice-President.

Section 3. Voting Procedure Nominations shall be by secret written ballot. The vote of a majority of the members present shall be required for election. Absent a majority vote on the first ballot, a second ballot shall be cast between the two persons receiving the two highest number of votes on the first ballot. Alternates shall not be permitted to vote in the election of officers. No person may occupy the office of President for more than two consecutive years.

Section 4. Vacancies Vacancies occurring during the term of office of the President, President-Elect, Vice-President, Secretary, Treasurer or Secretary-Treasurer as a combined position may be filled by action of the Board of Directors.

Section 5. President The President shall be the executive officer of the Conference and shall preside at meetings of the members and of the Board of Directors, and shall be a member ex-officio with right to vote, of all committees of the Conference except the Nominating Committee. He/She shall at the annual meeting of the members and at such other times deemed proper, communicate to the members or to the Board of Directors such matters, and make suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the conference; and he/she shall perform other such duties as are incident to the office of President or as may be prescribed by the Board of Directors.

Section 6 (a). President-Elect The President-Elect shall perform the duties of the President during the absence or disability of the President.

Section 6 (b). Vice-President The Vice-President shall perform the duties of the President, or the President-Elect during the absence or disability of both such officers.

Section 7. Secretary The Secretary shall act as secretary at the general membership meetings of the Conference as well as at all meetings of the Board of Directors, and shall have such other duties as may be assigned to him/her by the Board of Directors or by the President. The Secretary, with the approval of the Board, may designate a member of the Conference staff to act for him/her as required.

Section 8. Treasurer The Treasurer shall have responsibility for procedures dealing with the funds and disbursements of the Conference. He/she shall cause full and accurate financial records to be kept in connection with the organization's monetary transactions. Financial books and records of the Conference shall be maintained and kept at the Conference headquarters and shall at all times remain the property of the Conference. The Treasurer shall see that expenditures are duly authorized and are evidenced by the proper receipts and vouchers. He/she shall make a full report of the financial condition of the Conference to the Board of Directors at its monthly meetings and shall make such other reports and statements as may be required by the Board. The Treasurer, with the approval of the Board, may designate a member of the Conference staff to act for him/her as required.

Section 9. Executive Director The Executive Director shall be appointed by the Board of Directors and shall serve at its pleasure. He/she shall be the administrative and executive officer of the Conference. Subject to the approval of the President and the Board, he/she shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Conference. He/she shall supervise, coordinate and direct all functions, activities and programs of the Conference and perform such other duties as may be defined by the Board.

Section 10. Bonding The Treasurer, of any other person entrusted with the handling of funds or property of the Conference shall, at the discretion of the Board of Directors, furnish, at the expense of the Conference, a fidelity bond approved by the Board, in such sum as the Board may require.

Section 11. Indemnification of Directors/Officers The Conference shall defend, indemnify, hold harmless any person made a part to any proceeding (judicial, administrative or otherwise) solely by reason of the fact that he/she is a Director or Officer of the Conference to the full extent permitted by the laws of the State of Washington, including, but not limited to, the provisions of RCW 24.03.035 (14). The protection of this section for a Director shall only extend to such matters as to which the Director exercised his/her duties in conformance with the provisions of RCW 24.03.127.

ARTICLE X

Committees

Section 1. Establishment The President, subject to the approval of the Board of Directors, shall annually appoint such policy and standing committees as may be required by the by-laws or as he/she may find necessary.

Section 2. Standing Committees The Conference shall operate and maintain the following standing committees: an Executive Committee, with responsibilities for but not limited to Insurance Programs, Long Range Plans, Medical Program Review and Tariff 15 rates; a Public Affairs Committee, with responsibilities for but not limited to Education, Membership, Safety, and Workers' Compensation; a Government Affairs Committee, with responsibilities for but not limited to Legislation, Military Affairs, Taxes, and WUTC Actions; and a Legal Committee with responsibilities for Legal Actions and Illegal Movers. All membership on standing committees will be appointed by the President.

Section 3. Nominating Committee A Nominating Committee of at least three (3) members shall be appointed by the President at least thirty days prior to the annual meeting to select candidates for Directors, and shall make a report to the President at least twenty days prior to the annual meeting to be included in the official call to the membership by the Executive Director at least fifteen (15) days prior to such meeting; The Nominating Committee shall also nominate candidates for all positions other than President and present such a slate to the Board of Directors at their post convention meeting.

Section 4. Committee Direction The program and policy of each standing committee shall be prescribed by the Board of Directors. All appointments by the President to the afore to mentioned committees shall be deemed approved by the Board of Directors unless written notice to the contrary is given by at least one board member to the office of the Conference within fourteen (14) days after the receipt of the notice of appointment.

Section 5. Special Committees The President may appoint special committees from time to time, subject to the approval of a majority of the Board of Directors given either at a meeting or in writing. The program and policy of each special committee shall be prescribed by the Board of Directors.

ARTICLE XI

Controversial Matters

Section 1. It shall be the policy of this Conference only to carry on programs which are not the subject of substantial controversy between members of this Conference. The determination of whether such a controversy exists shall be made by the Board of Directors at any meeting of said Board. Any member of the Conference may request a meeting of the Board for consideration of whether or not any program or activity proposed, or being carried on, is controversial, and such meeting shall be called by the President within twenty (20) days after receipt by him/her of such request. A two-thirds (2/3) vote of the members of the Board present shall be required to approve any program or activity which has been questioned by any member of the Conference as controversial.

ARTICLE XII

Fiscal Year

Section 1. The fiscal year shall commence on January 1 and end on December 31 of each year.

ARTICLE XIII

Ultimate Distribution Of Assets, Upon Dissolution or Liquidation

The assets of the Conference, in the event of dissolution or liquidation, shall be applied and distributed as follows:

- (1.) All liabilities and obligations of the Conference shall be paid, satisfied or discharged.
- (2.) Any assets held by the Conference, upon condition requiring their return, transfer or conveyance, which condition occurs by reason of dissolution or liquidation, shall be returned, transferred or conveyed in accordance with such requirements.
- (3.) Any assets remaining shall be transferred or conveyed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations pursuant to such plan of distribution as may be adopted by resolution of a majority of the

Board of Directors, and if there be members, approved by the affirmative vote of two-thirds (2/3) of the votes which voting members present and voting at such a meeting or represented by proxy are entitled to cast.

ARTICLE XIV

Amendments

Section 1. These by-laws may be amended, repealed or altered, in whole or in part, by a two-thirds (2/3) vote of the membership present at any duly organized meeting of the Conference; provided that a copy of any amendment proposed for consideration shall be mailed to the last recorded address of each member at least seven (7) days prior to the date of the meeting.

Section 2. The by-laws may also be amended by the vote of approval of a majority of all members of the Board of Directors at a regular or special meeting of said Board followed by the written assent of a majority of all the members whose dues are currently paid up. In determining the position of these paid-up members, forms providing for such assent shall be sent to them along with a copy of the Board-approved amendment and explanation thereof. A minimum of thirty (30) days shall elapse after the date of such mailing before determination is made of the number of such members' assents received. The amendment shall be come effective when it is determined that the assents of a majority of such members have been received.