

# Illinois Movers' and Warehousemen's Association

## *By-Laws*

### ARTICLE I -- NAME AND TERMINOLOGY

**Section 1.** The name of this Association shall be "Illinois Movers' & Warehousemen's Association".

**Section 2.** The terms "moving," "warehousing," "storing," and "storage," used herewith, shall include, but not be limited to, Illinois intrastate for-hire residential household goods moving and/or storage.

### ARTICLE II -- PURPOSE

**Section 1.** The purposes of this Association are:

- a) To promote cooperation and good will among members.
- b) To aid and assist all members as their needs arise and to educate and keep them informed as to all matters dealing with storage and transportation issues.
- c) To investigate and make recommendations as to existing or proposed legislation and to appear before legislative bodies, commissions, and boards on behalf of this Association.
- d) To provide members with full and complete intrastate tariff service.
- e) To advance in every way the best interests of the general public and of those engaged in the business of moving and of storing personal property for hire in the State of Illinois.
- f) To do all other things usual in a trade association consistent with the above and consistent with any legal rights and in strict compliance with state and federal laws.

**Section 2.** This Association is not organized for pecuniary profit; and no part of the net earnings of the Association shall inure to the benefit of any member

or individual; and the Association shall not declare or pay any dividends, nor shall it make any distribution of money or property to any of its members, nor shall directors or elected officers receive any compensation for their services.

### ARTICLE III -- MEMBERSHIP

**Section 1.** There shall be three classes of membership; namely, ACTIVE, ASSOCIATE, and CHAPTER.

**Section 2.** Active Membership:

- a) Any individual, partnership, association, corporation, or other form of businesses of moving and /or storing residential household goods for hire in the State of Illinois who meets the legal requirements of the State of Illinois to engage in such moving or storage businesses, and who maintains workers compensation coverage is eligible to apply for active membership in this Association.
- b) To maintain membership eligibility, all Active members are required to furnish annually to the Association headquarters proof of continuous Workers' Compensation coverage.
- c) Before final approval for membership is granted, new applicants must attend and complete a "regulatory compliance orientation class" covering legal regulations and tariff issues. Such class will be provided by qualified individuals as approved by the Association. Interim membership privileges may be granted for a period not to exceed ninety (90) days from the date of application. Interim members who do not participate in such a "compliance orientation class" within ninety days from the date of membership application will be suspended from

all membership privileges until such class is completed. To maintain membership status, all existing members as of October 31, 1997, will be required to participate no later than October 31, 1999, in said "regulatory compliance orientation class."

- d) Each active membership shall have one vote, such vote to be cast by a duly authorized representative.
- e) Application for active membership shall be made in writing using a form furnished for that purpose and returned to the Association office. Applicant shall agree to abide by these Bylaws, subscribe to the Association's Statement of Principles, and faithfully discharge all duties and obligations imposed thereby. Application shall be accompanied by evidence of eligibility, provided that any eligible applicant shall be admitted to membership upon the same terms as all other members. If upon receipt of the application and the appropriate dues the Executive Director determines that the applicant meets the qualifications set forth in these Bylaws, such application for membership shall be accepted.

**Section 3. Associate Membership:**

- a) Any individual, partnership, association, corporation, or other form of enterprise, engaged in both or either of the businesses of moving and of storing personal property for hire outside the State of Illinois, or any individual, partnership, association, corporation, or other form of enterprise not specified above who is directly interested in the affairs and activities of the Association and its members, is eligible to apply for associate membership in the Association.
- b) No individual, partnership, association, corporation, or other form of enterprise that is eligible to apply for active membership shall be eligible for associate membership.

- c) Associate members shall have no voice in the affairs of the Association but shall be entitled to the benefit of such information and advice as may be desired and can be furnished by the Association.
- d) Application for associate membership shall be made on a form furnished for that purpose and returned to the Association office. If upon receipt of the application and the appropriate dues the Executive Director determines that the applicant meets the qualifications set forth in these Bylaws, such application for membership shall be accepted.

**Section 4. Chapter Membership:**

- a) Any association of individuals, partnerships, corporations, or other forms of enterprises, whose entire membership are active members of this Association, is eligible to apply for chapter membership in this Association. Application shall be in writing and addressed to the Executive Director of the Association. Acceptance of chapter membership shall require Board approval.
- b) Chapters must be incorporated and autonomous with their own governing body. Their constitution and bylaws must not conflict with these.
- c) This Association may, if requested by any chapter, administer its finances and collect its dues or assessments.
- d) To retain chapter membership in this Association, each chapter must at all times meet the requirements set forth in subparagraph (a) above.
- e) Chapters, per se, shall have no voting privileges in Association matters.

**Section 5.** In keeping with the purposes of this Association, all active members shall be given the option of membership in the Illinois Movers Tariff

Bureau, Inc., according to the affiliation procedure as provided within the bylaws of said Bureau.

**Section 6.** Member Resignation or Expulsion:

- a) Resignation: Any member may resign at any time, but such resignation shall not relieve the resigning individual from the payment of dues for the expired portion of the member's current cycle billing year or give any right of rebate of dues paid or any right to a pro rata or other share of the assets of the Association. All resignations shall be made in writing.
- b) Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be a violation of the Bylaws (including nonpayment of dues) or any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the interests of the Association. Proceedings for suspension or expulsion may be instigated by a Hearing Committee so designated by the Association President, provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least twenty (20) days before hearing thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Hearing Committee, at which charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon. Should the suspension or expulsion be recommended at this meeting, it shall be appealed to the full Board of Directors.
- c) Upon resignation or expulsion of a member, the Secretary shall forthwith notify all other members thereof.

## ARTICLE IV -- BOARD OF DIRECTORS

**Section 1.** The affairs of this Association shall be conducted by a Board of Directors, hereinafter referred to as "the Board," to be elected as provided in this Article.

**Section 2.** This article organizes the Board of this Association so that all geographical areas of the State of Illinois will be represented.

**Section 3.** The Board of this Association shall consist of a **minimum of nine (9)** member directors **up to a maximum of fourteen (14)** member directors, apportioned throughout the State of Illinois as outlined below:

- a) District 1, represented by **two (2)** directors, will consist of all counties south of a line consisting of and including the counties of Adams, Pike, Morgan, Sangamon, Macon, Piatt, Champaign, and Vermilion.
- b) District 2, represented by **two (2)** directors, will include the counties north of District 1 and bounded on the north by and including the counties of Jo Daviess, Stephenson, Winnebago, Ogle, Lee, LaSalle, Kendall, and Will.
- c) District 3, represented by **five (5)** directors, will consist of the counties of Boone, McHenry, Lake, DeKalb, Kane, Cook, and DuPage.
- d) At least one-half the number of directors in each district will be elected from among members within the geographic boundaries of the district. The remaining positions may be elected from among members within the geographic boundaries of the district, or they may be "at large" members from any other district.

**Section 4.** Nomination, Election, Removal of Directors.

- a) The President shall appoint a committee to nominate a slate of candidates. The committee shall include at least one (1) member from each District for election to the Board at the next Annual Membership Meeting.
- b) Sixty (60) days prior to the Annual Membership Meeting, the nominating committee shall notify the entire membership in writing by mail or electronic transmission its nominations for district director or directors. Within thirty days thereafter, additional nominations can be made by the membership of any district by forwarding to its nominating committee a petition signed by ten (10) members.
- c) A ballot shall be submitted in writing by mail or electronic transmission to each active member not less than fifteen (15) days prior to the Annual Membership Meeting. Such ballot shall list alphabetically the names of all nominees, under headings designating the directorship for which they were nominated. Ballots may then either be voted at the Annual Membership Meeting or submitted in writing by mail or electronic transmission to the Association office or other designated address. Results will be announced at the Annual Membership Meeting.
- d) Directors shall be elected only by the members from the district they are to represent.
- e) The term of all directorships shall be two years, and the terms of office shall be rotated so that at each Annual Meeting there need be elected only one-half the total number of directors in each District, provided that additional directors may be elected to fill vacant, unexpired terms.
- f) Term Limits. Each director may serve no longer than three (3) consecutive two-year terms (6 years total), except:

- If the director is elected to one or more officer positions, the director may continue to be eligible for election to the Board through the end of said elected term(s) of each new office.
- Nothing would prohibit a person from being elected or appointed (to fill a vacancy) to another board position after at least one two-year term off the Board.
- Nothing would prohibit a person from being elected or appointed to a position on the Tariff Bureau Board of Directors.

To provide continuity and staggered terms, the term limits provision will begin for directors elected in 2018 and 2019 (see paragraph e).

- g) Directors-elect shall take office at the close of the Annual Membership Meeting at which they are elected.
- h) If any director shall be guilty of neglect or refusal to perform Board duties, or of misconduct in the performance of such duties, such director shall, be notified in writing by the Board of the charges or complaint and shall appear before the Board and be given a hearing at a time and place fixed by the Board, said notice to be given at least two (2) weeks prior to such meeting. Such director shall have privilege of appearing by counsel. By a two-thirds vote of the members of the Board, such director may be removed from office.
- i) **Absences**. The Executive Director will send a written reminder to any director who is absent from any two consecutive Board meetings. Any director who is absent from three consecutive board meetings will be considered to have automatically tendered resignation from the Board of Directors. Any director who is removed for non-attendance may request reinstatement by submitting a written request to the Executive

Committee. A majority vote of the Executive Committee is required for the reinstatement.

- j) A vacancy caused by the death, resignation, or removal of any director may be filled by the Board for that portion of the unexpired term prior to the next Annual Membership Meeting.
- k) If the out-going president is leaving the Board due to an expired term, and provided said person is not re-elected to a Board or other officer position, said person may be invited, at the President's discretion, to serve as director-at-large for one year without vote.

## ARTICLE V -- OFFICERS

### Section 1. Officers of the Association:

- a) The officers of this Association shall be a president, vice president, secretary, and treasurer.
- b) By order of the Board, the offices of Secretary and Treasurer may be combined.

### Section 2. Election of Officers:

- a) The officers of this Association shall be elected by the Board from among their members at the regular Board Meeting immediately following the Annual Membership Meeting.
- b) All officers shall hold office until the Board Meeting immediately following the next Annual Membership Meeting.

**Section 3. Duties of Officers:** The duties of the elective officers shall be such as their titles by general usage would indicate, and such as may be assigned to them, respectively, by the Board from time to time, and such as required by law.

### Section 4. Resignation, Removal, or Disability:

- a) If any officer shall be guilty of neglect or refusal to perform the duties of office, or of misconduct in the performance of such duties, the office shall, upon complaint submitted in writing to the Board, be notified in writing by the Board of the charges or complaint and shall appear before the Board and be given a hearing at a time and place fixed by the Board, said notice to be given at least two (2) weeks prior to such meeting. Such officer shall have the privilege of appearing by counsel. By a two-thirds vote of the members of the Board, such officer may be removed from office.
- b) In the case of the absence or disability of any officer, such office may be supplied by a pro tempore appointment of the President, or if the President and Vice President become absent or disabled, by the Board; and the person filling such pro tempore appointment shall have all of the powers, privileges, and responsibilities of the regular incumbent. If the regular incumbent returns or recovers from disability, said incumbent shall be entitled to serve as before.
- c) A vacancy caused by the death, resignation, or removal of any officer may be filled by the Board for the unexpired term of such office.

## ARTICLE VI -- INDEMNIFICATION OF OFFICERS, DIRECTORS, AND EXECUTIVE DIRECTOR

Each director, officer, employee, or a former director, officer, or employee of this Association, or any person who is serving or has serviced at its request as a director, officer, or employee of another corporation, or any member of a committee, past or present, appointed by this Association and authorized to act on behalf of this Association, shall be indemnified to the full extent permitted by law, including, but not limited to, expenses actually incurred by (him/her) and

against judgments, decrees, fines, penalties, or amounts paid in settlement, in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which (he/she) is or may be a party by reason of being or having been such a director, officer, or employee provided that (a) (he/she) is adjudicated or determined not to have been guilty of willful misconduct or gross negligence in the performance of (his/her) duty to the association of which (he/she) is a director, officer, or employee; (b) (he/she) is determined to have acted in good faith in what (he/she) reasonably believed to be the best interest of such association; and (c) in any matter the subject of criminal action, suit, or proceeding, (he/she) is determined to have no reasonable cause to believe that (his/her) conduct was unlawful. The determination as to (b) and (c) and, in the absence of an adjudication as to (a) by a court of competent jurisdiction, the determination as to (a) shall be made by the Directors of this Association acting at a meeting at which a quorum consisting of directors who are not parties to or threatened with any such action, suit, or proceeding is present. Any Director who is a party to or threatened with any such action, suit, or proceeding shall not be qualified to vote.

## **ARTICLE VII -- BUSINESS AFFAIRS AND EMPLOYMENT OF STAFF**

**Section 1.** Bonding: The Association shall purchase a bond in an amount determined by the Board to cover all persons handling funds or valuable documents of the Association.

**Section 2.** Payment of Bills: All checks, drafts, and orders for payment of money shall be signed in the name of the Association and shall be signed by such person or persons and in manner and form as the Board shall from time to time designate and prescribe.

**Section 3.** Dissolution: On dissolution of the Association, any fund remaining shall be distributed to

one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization to be selected by the Board.

**Section 4.** Fiscal Year: The fiscal year of the Association shall be determined by the Board.

**Section 5.** Office of the Association: The office of the Association shall be located at such place as may be designated by the Board.

**Section 6.** Employed Staff: The Board may employ an executive director to be the chief administrator of the affairs of the Association, perform duties as the title by general usage would indicate, and be responsible to the Board of this Association. If decided by the Board that additional staff is required to conduct the activities of the Association, it shall be the duty of the Executive Director to employ and supervise such staff and to assign suitable titles.

## **ARTICLE VIII -- MEETINGS**

**Section 1.** Membership Meetings:

- a) There shall be one membership meeting in each calendar year to be known and referred to as the Annual Meeting.
- b) The Annual Meeting of this Association shall be convened each year on such date and at such place and time as the Board may select.
- c) Additional meetings of this Association may be convened by the President or by order of the Board.
- d) The President or the Board shall call a special meeting of the Association upon written request of twenty percent of the members. All special meetings shall be held at such place and time as the President or the Board may select.
- e) Members entitled to vote may participate in and act at any meeting through the use of a

conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

- f) A notice of the date, time, and place of each meeting shall be sent by in writing by mail or electronic transmission to each member of the Association at least fifteen (15) days prior to the date fixed for such meeting, except for special meetings, for which the notice period shall be ten (10) days.
- g) Ten percent of the members shall constitute a quorum at any membership meeting of this Association.

**Section 2. Board of Directors Meetings:**

- a) The Board shall convene at least two times per calendar year: Meeting "1" shall be in conjunction with the Annual Membership Meeting. Meeting "2" shall be held at a time and place designated by the President.
- b) Special meetings of the Board may be called by the President at his discretion or upon request of six members of the Board.
- c) A notice of the date, time, and place of all regular meetings of the Board shall be sent in writing by mail or electronic transmission to each member of the Association at least ten (10) days prior to the date fixed for such meeting, except for special meetings, for which the notice period shall be five (5) days.
- d) A majority of the Board shall constitute a quorum at any meeting of the Board, provided that each district be represented by at least one (1)

member; but less than a quorum may adjourn any meeting from time to time to meet again.

## **ARTICLE IX -- DUES AND ASSESSMENTS**

### **Section 1. Dues**

- a) The annual dues for each category of membership shall be determined by the Board, who shall also determine the manner and method of payment.
- b) Members who fail to pay their dues within thirty (30) days from the time the same become due shall be notified by the officer of Association staff designated for such purpose by the Board; and if payment is not made within the next succeeding thirty (30) days shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership; provided that the Board may by rule prescribe procedures for extending the time of payment of dues and continuation of membership privileges upon request of a member and for good cause shown.
- c) No dues shall be refunded to any member whose membership terminates. Any exceptions to this rule must be granted by the officers of the Association.

### **Section 2. Assessments:**

- a) Assessments may be authorized by the Board or by a two-thirds vote of the members of the Association.
- b) All assessments shall be levied in the same proportion as the dues schedule in effect at the time of the assessment.

**Section 3. Chapters:** When a chapter elects to have this Association collect its dues, the procedure shall

be jointly determined by the Board and the governing body of the chapter.

## **ARTICLE X -- CONDUCT OF BUSINESS**

Except as otherwise provided by law or these bylaws, the conduct of business at all meetings of the Association, its Board of Directors, and all committees, shall be governed by and in accordance with Robert's Rules of Order Revised.

## **ARTICLE XI -- MAIL VOTE**

**Section 1.** Active Members: Whenever, in the judgment of the Board of Directors, questions arise which it believes should be put to a vote of the active membership, and when it deems it inexpedient to call a special meeting for that purpose, the Board may, unless otherwise required by these bylaws, submit such a matter to the membership in writing by mail or electronic transmission for vote and decision, to be determined according to a majority of the votes received by mail or electronic transmission within fifteen (15) days from the date of the notice, provided that in each case votes of at least fifteen percent of the members shall be received. In each case, action taken pursuant to a mail vote shall be as binding upon the Association as action taken at a duly called meeting.

**Section 2.** Board of Directors: When, in the opinion of the President, questions arise which should be put to a vote of the Board, and when it is deemed inexpedient to call a special meeting of the Board, the President may, unless otherwise required in these bylaws, submit such a matter in writing by mail or electronic transmission for vote and decision to be determined by a majority of votes received by mail, provided that in each case votes are received from a majority of the Board. Action taken pursuant to a mail

vote shall be as binding as action taken at a duly called Board meeting.

## **ARTICLE XII -- AMENDMENTS**

**Section 1.** These bylaws may be amended, repealed or altered, in whole or in part, by a two-thirds vote of the membership present at any membership meeting of the Association; provided that a copy of any amendment proposed for consideration shall be submitted in writing by mail or electronic transmission to the last recorded address of each member at least fifteen (15) days prior to the date of the meeting.

**Section 2.** These bylaws may also be amended, repealed or altered, in whole or in part, by mail vote as provided in these bylaws.