

**BOSTON CUSTOMS BROKERS AND FREIGHT FORWARDERS  
ASSOCIATION**

**BY-LAWS**

**ARTICLE I**

**NAME OF THE ASSOCIATION**

This Organization shall be known as the Boston Customs Brokers and Freight Forwarders Association.

**ARTICLE II**

**OBJECTIVE**

The objectives of this non-profit association are: to protect and further the business and interests of Customs Brokers and International Freight Forwarders; to maintain a standard of integrity and efficiency that will protect clients and the Government in the fair, reasonable, and equitable administration of import/export laws and regulations; and to develop acquaintances and good fellowship amongst the members.

**ARTICLE III**

**FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of October and end on the last day of September.

**ARTICLE IV**

**SECTION 1 MEMBERSHIP QUALIFICATIONS**

There shall be two (2) classes of membership, regular and associate, which are both service providers for the forwarding and brokerage community.

**A. Regular Membership.**

The Regular Membership of the Association shall not be limited as to number, but may include only, and shall be restricted to, persons, firms, or corporations regularly engaged in business and located within the six New England states (Massachusetts, Maine, New Hampshire, Vermont, Connecticut and Rhode Island) as either:

1. a licensed Customs Broker permitted in one of the following U.S. Bureau of Customs and Border Protection ("CBP") Service Ports in New England: Boston, MA (04), Portland, ME (01), St. Albans, VT (02) and Providence, RI (05), or
2. a licensed Ocean Transportation Intermediary ("OTI"), or
3. a Non-Vessel Operating Common Carrier ("NVOCC"), and the OTI or

NVOCC has posted any bond required by the Federal Maritime Commission or other successor agency, or

4. an International Air Cargo Network Service, or an IATA Company.

Such persons, firms or corporations shall be admitted for membership as business firms only, and in all matters coming before the Association only one (I) vote will be permitted to each Regular member, including all of its branches, affiliates, subsidiaries or other related companies.

#### B. Associate Membership

Associate membership shall be restricted to persons, firms or corporations not eligible for Regular Membership in accordance with Section 1, Clause A herein but engaged in a business related to transportation or international trade services and maintaining an office within the six New England states.

No Associate member may utilize the membership in a manner contrary to the policy of the Association. Associate Members must use the word "Associate" to describe membership in the Association in all advertisements and/or publications.

### **SECTION 2 APPLICATION**

A person, firm, or corporation may become a member by making a written application, on such terms as determined by the Board from time to time and receiving the affirmative vote of two-thirds of the Directors present at any meeting of the Board of Directors.

### **SECTION 3 REPRESENTATION**

Every firm or corporation holding regular membership shall designate the person and/or alternative(s) who shall be accredited to carry out the duties of membership on its behalf. No firm or corporation may vote at any meeting except by an authorized representative, and the President or person acting as Chairman at any such meeting may call upon such representative to produce his/her credentials as an authorized representative of the firm or corporation.

### **SECTION 4 RESIGNATION**

Any member may resign by filing a notice to that effect with the Secretary and paying all amounts due to the Association, which notice shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt.

### **SECTION 5 TERMINATION OF MEMBERS**

A membership or any member shall be terminated upon the occurrence of any of the following events:

A. The resignation of the member

- B. Expiration of the period of the membership, unless the member sooner renews for a subsequent period on the renewal terms set by the Board of Directors.
- C. The occurrence of any event which renders such member ineligible for Membership.
- D. The determination by the Board of Directors by majority vote or by the majority vote of a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct of the Association, or has engaged in conduct materially and seriously prejudicial to the interests of the association.

### **SECTION 6 SUSPENSION**

The Board may, at its discretion, suspend any member for cause upon the affirmative vote of a simple majority of the Board present at a meeting called for that purpose.

### **SECTION 7 REINSTATEMENT**

A terminated or suspended member may, at the discretion of the Board be reinstated without payment of the initiation fee if the reinstated member has paid said fee at a prior time.

### **SECTIONS TRANSFER**

Memberships are not transferable.

### **SECTION 9 VOTING**

Only regular members in good standing shall participate in meetings and be allowed to vote. Firms or corporations shall vote by an accredited representative as provided in these by-laws. Each such regular member shall have one vote. Voting by proxy shall not be allowed. Absentee voting shall be allowed by electronic means (email) returned to the President of the Association within ten (10) days of any regularly scheduled or specially called meeting on any matter published by the Board in advance of said meeting as requiring a vote of the membership. A member shall be considered to not be in good standing if any fees, dues, or assessments have remained unpaid for a period of thirty days or more.

### **SECTION 10 PERIOD OF MEMBERSHIP**

The period of membership of the Association shall begin on the first day of October and end on the last day of September.

## **ARTICLE V**

### **DUES**

#### **SECTION 1 ANNUAL DUES**

The Board of Directors shall determine from time to time the amount of initiation fee, if any and annual dues payable to the Association by its members. Such fees and dues may differentiate between classes of membership.

#### **SECTION 2 PAYMENT OF DUES**

Dues shall be payable in advance on the first day of October in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is accepted to membership, for the remainder of the fiscal year of the Association. The Board of Directors may permit variation to the forgoing payment schedule as it deems appropriate in specific cases.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

#### **SECTION 1 NUMBER**

The powers of the Association shall be vested in a Board of Directors consisting of a minimum of seven (7) and a maximum of eleven (11) individuals who are employees of regular members in good standing of the Association provided that the number of directors is maintained as an odd number (i.e. seven, nine or eleven).

A. There shall be only one (1) individual from any regular member on the Board of Directors at any given time.

B. When not re-elected to the Board and upon becoming Chairman of the Board as provided for under Article VIII Section 3 of these By-laws, the outgoing President shall sit as an additional member without voting rights.

#### **SECTION 2 QUORUM**

A simple majority of the Board Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

#### **SECTION 3 POWERS AND DUTIES**

The Board of Directors shall:

1. Elect the corporate officers.
2. Hold meetings at such times and places it may determine from time to time.
3. Admit members and suspend or expel them by ballot as provided in these by-laws.
4. Appoint committees on particular subjects from the members of the Board or from other members of the Association.
5. Audit bills and disburse the funds of the Association.
6. Print and circulate documents and publish articles.
7. Carry on correspondence and communicate with other Associations.
8. Employ agents.
9. Devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the Association and to best protect the interests and welfare of the members.
10. Appoint with ratification of membership inspectors of election.
11. Amend by-laws from time to time, as necessary, after a majority vote of all voting members or by an affirmative vote of two-thirds of the Directors present at a duly noticed meeting called for the purpose of amending the by-laws, except a by-law fixing or changing the authorized number of Directors.

#### **SECTION 4 ELECTIONS**

A. Nine (9) Directors shall be elected by ballot of regular members. Four (4) Directors shall be elected at the October 2006 annual meeting to serve two (2) years and five directors shall be elected at the October 2007 annual meeting to serve two (2) years. All Directors will be elected for two (2) year terms. Should the Board be enlarged to eleven (11) Directors or reduced to seven (7) Directors at any future time, the number of Directors to be elected at the next regularly scheduled annual meeting will be increased or decreased as appropriate. Thereafter, elections will be held annually to fill the Director positions which expire in that year. However, if any annual meeting is not held or the Directors are not elected at any annual meeting, they may be elected at any special members meeting held for that purpose.

B. Ballots shall be mailed to each regular member at least ten (10) days prior to the

annual meeting or special meeting held for the purpose of electing Directors. However, if ballots are delivered by electronic means, they shall be transmitted at least three (3) days prior to the annual meeting or special meeting held for the purpose of electing Directors. Ballots must be delivered to the chairman of the nominating committee by the close of the member roll call at the annual meeting or special meeting, as the case may be. A member need not be present at such meeting for his/her ballot to be accepted.

C. The Chairman of the nominating committee shall announce the results of the election at the annual meeting or special meeting held for the purpose of electing Directors. Such results shall be certified by the Board and, if no challenge is lodged, shall become final fifteen (15) days thereafter. Any challenge to the results shall be filed in writing with the Secretary and adjudicated by the board within ten (10) days of receipt. Decisions of the Board shall be final.

## **SECTION 5 NOMINATION OF DIRECTORS**

At least ten (10) weeks prior to the annual meeting, the Chairman of the Board shall appoint a nominating committee of two (2) regular members, including a chairman, which shall report back to the Board of Directors within three (3) weeks of appointment the nominees for the Board. The Secretary shall, within one (1) week from receipt of such report, publish the list to the membership and solicit additional nominations. Any member may place a member's name or the name of a member's employee in nomination and such name shall be included in the ballot if the nomination is received by the Secretary at least one (1) week prior to the mailing of the ballots to the members.

## **SECTION 6 VACANCIES**

A vacancy on the board shall be deemed to exist upon the occurrence of the following;

- (1) The death, resignation, or removal of any Director;
- (2) The declaration or resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by a court or convicted of a felony.

## **SECTION 7 RESIGNATION**

Any director may resign, by giving written notice to the Chairman, the President, the Secretary or the Board, unless the notice specifies a later time for the resignation to become effective. Members of the Board shall be deemed to have automatically resigned in the cases of three (3) unexplained consecutive absences or five (5) cumulative absences in any one year from regularly scheduled Board meetings, except in extraordinary circumstances. The Secretary is directed to send a cautionary advice of this provision to the board member in question, following the member's second consecutive absence or his/her fourth accumulated absence without adequate cause.

## **SECTION 8 REMOVAL**

Any Director may be removed from office by a two-thirds vote of the members present at a meeting called for that purpose; but not less than three-fourths of the entire membership shall be present. The Board shall call such meeting within 30 days of receipt of a petition for that purpose signed by at least one-fourth of the membership.

## **SECTION 9 FILLING VACANCIES**

Vacancies on the Board shall be filled by an election at a regular or special meeting of the Board, and the person so elected shall serve until the next regular election, at which time the position vacated before the expiration of the term shall be filled by regular election for the balance of the term. If the Board does not act to fill the vacancy before the next regular election, then the position shall be filled by election at the next regular election for the balance of the unexpired term of the office.

## **SECTION 10 TIME AND PLACE OF MEETINGS**

Regular or special meetings of the Board may be held at any place within the Port limits of Boston, Massachusetts that has been designated from time to time by resolution of the Board. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting

## **SECTION 11 NOTICE OF MEETINGS**

Regular meetings of the Board may be held at such time and place as fixed by resolution of the Board, without notice, or upon such notice as designed by the Board. Special meetings of the Board shall be held upon not less than four days notice by first class mail or twenty-four (24) notice delivered personally or by telephone or by electronic delivery. Notice of meetings need not be given to any Director who signs a waiver of notice or written consent to the holding of the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting lack of notice prior to the commencement of the meeting. Such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

## **SECTION 12 ACTION WITHOUT MEETING**

Any action required or permitted to be taken by the Board may be taken without a meeting if two-thirds of the members of the Board, individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of Board.

## **SECTION 13 ADJOURNMENT**

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

## **ARTICLE VII ADVISORY BOARD**

The Board of Directors may appoint an advisor or an Advisory Board, any of which may or may not be members of the Association to assist in carrying out the purposes of the Association.

## **ARTICLE VIII SECTION (1) OFFICERS**

The officers shall consist of the Chairman of the Board, President, Vice President(s), Secretary, Treasurer and such assistants thereto as the Board may deem advisable. The Chairman and the President may be the same person, subject to election by the Board of Directors.

## **SECTION (2) QUALIFICATIONS**

Every officer of the Association shall be an employee of a regular member in good standing or himself or herself be a regular member in good standing and, with the exception of the Chairman, a member of the Board.

## **SECTION (3) ELECTIONS**

- (A) Except as to the Chairman of the Board the officers shall be elected by the Board from among its members within a reasonable period of time after the election of the Board and shall hold office at the pleasure of the Board.
- (B) The Chairman of the Board shall be the outgoing President of the Association unless the Board by a two-thirds majority votes against his/her appointment as Chairman, in which case the President shall become Chairman.

## **SECTION (4) POWERS AND DUTIES**

The duties and powers of the officers of the Association shall be as follows:

- (A) The President shall be the chief executive officer of the Association and shall preside at the meetings of the Board and of the members. In his/her absence his/her place shall be taken by the other officers in the order named in Section I of this article. S/he shall sign all certificates of

membership and any contracts and obligations which shall have been approved by the Board of Directors.

- (B) The Vice-President(s), at the request of the Board, shall, in their order, assume the duties of the President in the case of his/her absence or inability to act.
- (C) The secretary shall keep a record of the proceedings of the Board of Directors and of the Association and all the minutes of the meetings. S/he shall also keep the proper list of members. The secretary shall be the depository of all records and documents pertaining to the affairs of the Association and shall perform such other and further duties as may be requested by the Board.
- (D) The Treasurer shall receive and account for all funds of the Association and deposit same in such bank as be designated by the Board. He/She shall make such financial accounts available as may be required.

## **ARTICLE IX MEETING**

### **SECTION 1 ANNUAL MEETING**

The regular meeting of the members shall be held within the Port limits of Boston, Massachusetts by the fifteenth of October of each year. Such meeting may be postponed not more than ten (10) days when deemed advisable by the Board of Directors.

### **SECTION 2 NOTICES**

The annual meeting shall be called by notice in writing by the President or other Officer and delivered by mail or electronic means to each member of the Association at least ten (10) days before the day of the meeting. The notice shall specify the day, place and hour of the meeting.

### **SECTION 3 QUORUM**

One-third of the regular membership shall constitute a quorum for the transaction of business. The members present at a duly called meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken is approved by at least a majority of the members required to constitute a quorum.

### **SECTION 4 SPECIAL MEETING OF THE MEMBERS**

A special meeting of the members may be called at any time by the Chairman of the Board, by the President, by any three (3) Directors or upon written request of 10% of the members. Notice of special meetings shall be given as provided for by the Board of Directors. The Board shall designate from time to time the place, date and time for

holding special or regular meetings of the Association.

## **SECTION 5 GUESTS**

Only members in good standing are entitled to participate in discussion at Association meetings, but the privilege of the floor may be accorded non-members at the discretion of the presiding officer or by a majority vote of those members present. Meetings may be limited to members only at the discretion of the Board. The Board may, however invite individuals from non-member firms to attend closed meetings.

## **ARTICLE X GENERAL PROVISION**

### **SECTION 1 CONSTRUING THE BY -LAWS**

The decision of the Board of Directors shall be final in construing these by-laws unless two-thirds of the members present at a meeting called for that purpose shall decide for a different construction.

## **SECTION 2 RULES OF ORDER**

Robert's Rules of Order shall govern all meetings and Board meetings, unless otherwise provided for in these by-laws or by resolution of the board.

## **SECTION 3 FUNDS OF THE ASSOCIATION**

The funds of the Association shall be deposited in one or more accounts as determined from time to time by the Board. All accounts shall require two (2) signatures.