

BYLAWS OF MAINE MOTOR TRANSPORT ASSOCIATION INC.



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ARTICLE I NAME, INCORPORATION AFFILIATION AND LOCATION

Section 1. The name of this corporation shall be the Maine Motor Transport Association, Inc., referred to herein as the "Association."

Section 2. The Association shall be incorporated and shall do business under and by virtue of the laws of the State of Maine as a non-profit organization.

Section 3. The Association may be affiliated with the American Trucking Associations, Inc.

Section 4. The location of the principal office of the Association shall be in Kennebec County in the State of Maine.

ARTICLE II PURPOSES AND OBJECTIVES

The purposes and objectives of this Association shall be:

- (1) To foster and promote the motor transportation industry in the State of Maine and elsewhere;
- (2) To promote the welfare of its members by friendly association, cooperation, and education, to ensure that valuable aid to the motor transportation industry and to the public at large may thereby be developed;
- (3) To assist in and provide for education of those engaged in the motor transportation industry and their suppliers on matters affecting the operation of motor vehicles, including safety procedures, safety devices, and laws governing such operations;
- (4) To improve motor transportation services by providing leadership and assistance to persons and firms engaged in the motor transportation industry and by cooperating with all public officials and interested parties;
- (5) To foster and promote safety on the highways;
- (6) To affiliate with or establish working relationships with other Associations, including the American Trucking Associations, Inc.;
- (7) To act as the medium for expression of the collective views of its members on matters affecting the motor transportation industry;
- (8) To do such things as may be proper to create and stimulate a fair and intelligent attitude on the part of the public with respect to the transportation business of its members and to accomplish fair and intelligent legislation with respect thereto;
- (9) To develop programs utilizing internal or external resources that further promote and enhance the welfare of its members.

ARTICLE III MEMBERSHIP

Section 1. The Association shall consist of the following classes of members:

- (1) For-hire Carrier
- (2) Private Carrier
- (3) Service Industry

Section 2. A For-hire Carrier shall be any person, firm or corporation engaged in the for-hire transportation of persons or property by motor vehicle. For-hire Carriers shall include, but not be limited to common carriers, contract carriers, local cartage carriers, household goods carriers, bus operators and any other for-hire carriers of persons or property.

Section 3. A Private Carrier shall be any person, firm or corporation that is engaged in motor transportation of their own products, wherein their motor transportation operation is secondary to their primary business.

Section 4. A Service Industry Member shall be any person, firm or corporation which is engaged in the manufacture or distribution of products to the motor transportation industry, or which directly or indirectly provides services of any nature to the motor transportation industry. This category shall also include companies or individuals who support the mission, goals and objectives of the Association.

Section 5. There shall be provisions for the establishment of groups, conferences or divisions, within the Association, of members who have common interests for the mutual exchange of information with respect to such groups. The classification categories and number of such groups shall be at the discretion of the Board of Directors.

Section 6. Application for membership in the Association shall be made in such form as may be established by the Board of Directors.

Section 7. An affirmative vote by a majority of the Board of Directors Present (for the purposes of these ByLaws, the word "Present" shall mean either in person or via telephone or other electronic communications that allows the person to hear and be heard by everyone in physical attendance) and voting at a duly called meeting of the Board at which a quorum is Present shall constitute approval of an application for membership.

Section 8. The Board of Directors shall have the authority to reject any application for membership by any person, firm or corporation which the Board deems to be in noncompliance with the objectives of the Association or whose membership is contrary to the best interest of the motor transportation industry in Maine or this Association.

Section 9. The Board of Directors shall have the authority to expel from membership any member who is found to be in non-compliance with any activities which are contrary to the best

interest of the motor transportation industry or this Association, upon a two thirds vote of the Directors Present and voting at a duly called meeting of the Board at which a quorum is Present.

Section 10. The Board of Directors shall have the authority to expel from membership any member who is delinquent in the payment of dues for a period of ninety (90) days, upon a majority vote of the Directors Present and voting at a duly called meeting of the Board at which a quorum is Present.

Section 11. Upon request, each member shall designate to the Secretary of the Association one (1) person who shall represent such member in the Association and who shall vote or act for such member in all affairs of the Association, including the holding of office therein. Upon request, each member shall also designate to the Secretary of the Association one (1) person who shall represent such member as an alternate, who shall be authorized to vote and act for such member in the absence or incapacity of the primary representative and who may also be eligible to hold Association office.

ARTICLE IV MEMBERSHIP MEETINGS

Section 1. The Annual Meeting of the members of the Association shall be held during the month of April each and every year at Augusta, Maine or at such other place as the Board of Directors shall determine.

Section 2. Special membership meetings may be called by the Chair, by a majority of the Board of Directors, or by the Secretary, provided, however, that the Secretary shall call a meeting only upon the written request of twenty five (25) members.

Section 3. Any annual or special meeting may be adjourned for less than thirty (30) days without further notice if the time and place of the adjourned meeting is announced at the meeting at which the adjournment is taken.

Section 4. All members shall be given notice of all regular or special membership meetings of the Association not less than ten (10) nor more than fifty (50) days before the date of the meeting. In case of a special meeting, the notice shall give the purpose or purposes for which the meeting is called. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mails, postage prepaid, addressed to the member at his address as it appears on the records of the Association. If by e-mail, such notice shall be deemed to be delivered when sent via computer over the internet to the last e-mail address provided to the Association by or on behalf of the recipient. If by telephone, such notice shall be deemed to be delivered when given to a person or message recording system that answers a call dialed to the last telephone number provided to the Association by or on behalf of the recipient.

Section 5. At all membership meetings, a minimum of twenty (20) members, or one tenth of the membership, whichever is less, shall constitute a quorum, and the act of the majority of the members Present and voting in person shall constitute an act of the Association.

ARTICLE V ORDER OF BUSINESS

The order of business at all meetings shall be as follows unless otherwise determined by the Board of Directors:

- (1) Reading of the minutes of the last meeting
- (2) Reports
- (3) Unfinished Business
- (4) New Business

ARTICLE VI RULES OF ORDER

Except as may be otherwise specifically provided by law or in these bylaws, Robert's "Rules of Order" shall be the parliamentary authority of this Association.

ARTICLE VII VOTING

Section 1. Each member of the Association shall be entitled to one vote in the affairs of the Association. An affirmative vote of a majority of the membership or Board of Directors Present and voting at a meeting at which a quorum is Present shall constitute the action of that group.

ARTICLE VIII ELECTIONS

Section 1. A Nominating Committee composed of at least three (3) past-Chairs, if available, and such additional members as the Chair shall appoint, shall submit the names of the nominees for election to the Board in a report to the members at the Annual Meeting. Additional nominations may be made from the floor.

Section 2. The Board of Directors shall be elected by a majority of the members voting at the Annual Meeting.

Section 3. Each member in good standing (except as otherwise provided) shall be entitled to one vote at all meetings of the membership of this Association.

Section 4. No member shall be entitled to exercise his vote unless his dues in this Association are currently paid without past unpaid delinquencies.

ARTICLE IX BOARD OF DIRECTORS

Section 1. The corporate powers of the Association shall be exercised and the policy of the Association shall be governed by the Board of Directors.

Section 2. The Chair of the Association shall serve as Chair of the Board of Directors.

Section 3. The Board of Directors shall consist of the Officers, all Association past Chairs and not less than fifteen (15) nor more than thirty (30) members elected by the membership.

Section 4. The actual number of Directors shall be fixed by the Board of Directors from time to time, provided that no decrease in number shall have the effect of shortening the term of any incumbent Director.

Section 5. There will be a minimum of three (3) Directors elected from each classification of the membership exclusive of Officers and Association past-Chairs.

Section 6. The Board of Directors shall meet at least annually in conjunction with the Annual Meeting of membership.

Section 7. Special meetings of the Board may be called by the Chair or any seven (7) members of the Board, provided that reasonable notice of such meeting shall be given to each member of the Board prior to the time of such meeting.

Section 8. Eight (8) members of the Board, or one-fifth of the total number of directors, whichever is greater, shall constitute a quorum for the transaction of business. The act of a majority of the Board Present and voting at any meeting shall be an act of the Board of Directors once a quorum has been met. At the discretion of the Chair, Directors may attend via telephone or other electronic communications that allows the person to hear and be heard by everyone in physical attendance.

Section 9. The Board may, from time to time, determine the order of business at its meeting.

Section 10. All members of the Board of Directors, except Officers and Association past-Chairs, shall serve two years from the date of election, with one-half being elected each year. There shall be no limitation upon the number of terms a Director may serve.

Section 11. The Board of Directors will elect a State ATA Vice President and an alternate ATA Vice President to serve a term of one (1) year. The ATA Vice President must represent a company which is a member in good standing of the ATA.

Section 12. Any Director may be removed from office by a two-thirds vote of the members Present and voting at a regular or special meeting of the membership.

Section 13. Any vacancies which may occur on the Board of Directors by reason of death, resignation or otherwise may be filled by a majority vote of the Board of Directors for the balance of the unexpired term. The Chair, upon the happening of any such vacancies, shall make recommendations to the Board for a successor or successors.

ARTICLE X OFFICERS

Section 1. The Officers of the Association shall be a Chair, a Vice-Chair, a Treasurer and a Secretary.

Section 2. All such officers shall be elected by a majority of the Directors present at the Board of Directors regular meeting held in conjunction with the Annual Meeting of the members.

Section 3. The Chair shall perform such duties as may be assigned to them by the membership of the Board. They shall preside at all meetings of the Association and the Board of Directors, appoint all committees except committees appointed under Article XI, paragraph 1, and exercise general supervision of the affairs of the Association. They shall be an ex officio member of all committees but will have no vote except for the deciding vote in order to break a tie.

Section 4. The Vice-Chair shall act for the Chair in the Chair's absence, and shall have such powers and perform such duties as may be assigned to them from time to time by the Board or the Chair.

Section 5. The Secretary shall, in general, perform all of the duties incident to the office of Secretary. They shall keep the minutes of all proceedings of the Board. They shall have custody of all files, records and correspondence and shall keep a complete and current list of the members of the Association. They shall also perform such other duties as may be assigned to them by the Board or the Chair. The Secretary, with the consent of the Board, may delegate all or part of the duties of the office of the Secretary to any Officer, subject to the Secretary's supervision.

Section 6. The Treasurer shall be responsible for the maintenance and preservation of all assets of the Association and for the receipts and disbursements of funds. The Treasurer shall report to the members at the Annual Meeting upon the financial condition of the Association as of June 30th of the preceding year. They shall perform all duties incident to the office of the Treasurer, and such other duties as may be assigned to them from time to time by the Board or the Chair. The Treasurer, with the consent of the Board, may delegate all or part of the duties of the office of the Treasurer to any Officer, subject to the Treasurer's supervision.

Section 7. All Officers shall serve for a term of two (2) years from the date of election. There shall be no limitation upon the number of terms an Officer may serve.

Section 8. Any officer may be removed at any time with or without cause by a two-thirds vote of the Directors Present and voting at any regular or special meeting of the Board of Directors.

Section 9. Any vacancy in any office may be filled by the Directors.

ARTICLE XI COMMITTEES

Section 1. An Executive Committee shall be comprised of the immediate past-Chair as Chair, the Association Officers and all past Association Chairs.

Section 2. All members of the Executive Committee shall be members of the Board of Directors.

Section 3. The Executive Committee shall have full authority to act in all matters pertaining to the business and affairs of the Association and in all matters necessary to implement the policy decisions made by the Board of Directors..

Section 4. The Executive Committee shall have full authority to employ a President & CEO, to establish conditions of employment and salary, and to review, at least annually, the performances and salary of that employee. A President & CEO, once appointed, shall be responsible for the day to day affairs of the Association, may employ such persons as may be required and shall fix their compensation and conditions of employment.

Section 5. The Executive Committee shall report all pertinent actions taken to the Board of Directors at the next meeting of the Board.

Section 6. A meeting of the Executive Committee may be called by the Chair or any three (3) other members of the Executive Committee.

Section 7. Any five (5) members of the Executive Committee Present and voting shall constitute a quorum.

Section 8. The Executive Committee shall maintain a record of its meetings.

Section 9. The Chair may appoint the following standing committees:

- (1) Budget Committee
- (2) Dues Committee
- (3) Governmental Affairs Committee
- (4) Membership Committee
- (5) Special Events Committee

Section 10. Personnel of each standing committee shall include at least one (1) member of the Board of Directors and shall serve during the term of the Chair.

Section 11. The Chair may, from time to time, appoint such special committees as may be needed, which shall serve during the term of the Chair or, if sooner, until the completion of their work.

ARTICLE XII DUES

Section 1. Membership dues in this Association shall be governed by the Board of Directors. The structure of the dues may be changed only upon the approval of the majority of the Directors in attendance at any regular or special meeting of the Board of Directors.

Section 2. The annual dues shall be payable in advance on the first day of July each year or installment payments may be arranged to commence on July 1st by prior agreement.

ARTICLE XIII PUBLICATIONS

The Board of Directors may authorize the publication of an official magazine to be issued on a regular or periodic basis. An annual subscription rate may be established by the Board for any such publication.

ARTICLE XIV FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of July and end of the 30th day of June in each year, except as otherwise determined by the Board of Directors.

ARTICLE XV BANK ACCOUNTS - CHECKS - NOTES

Section 1. Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks or trust companies or other depositories as the Board of Directors may designate.

Section 2. Checks and Notes. All checks and drafts on the Association's accounts and all bills of exchange, promissory notes and other evidences of indebtedness shall be signed by the Chair or the Treasurer or such other officer or employee as the Board of Directors may from time to time designate, subject to such requirements as to counter signature or other conditions as the Board may from time to time determine.

ARTICLE XVI AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the membership by majority vote of the members Present, provided that the substance of the proposed amendment shall have been submitted to the membership of the Association at least ten (10) days prior to the date of such meeting. Reasonable efforts will be made to notify members of any Bylaw amendments.

ARTICLE XVII INDEMNIFICATION

Section 1. Right to Indemnification. The Association shall indemnify any current or former Director, Committee member, Officer, employee, or agent of the Association (collectively an “Indemnified Person”) to the fullest extent permitted by applicable law, including but not limited to any Indemnified Person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal administrative or investigative, by reason of the fact that they are or were a director, committee member, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgements, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding; provided that no indemnification shall be provided for any person with respect to any matter as to which they shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that their action was in the best interests of the Association or, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful. The termination of any action, suit or proceeding by judgement, order or conviction adverse to such person, or by settlement or plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith in the reasonable belief that their actin was in the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

Section 2. Indemnity Against Expenses. Any provision of subsection 1 to the contrary notwithstanding to the extent that an Indemnified Person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection 1, or in defense of any claim, issue or matter therein, they shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by them in connection therewith.

HISTORY

The Bylaws were first compiled and drafted by the Bylaws Committee of the Maine Motor Transport Association, Incorporated, during the latter part of the calendar year 1978, with Fred Astle of Sanborn's Motor Express, Inc., Portland, as Chairman.

They were incorporated with the State of Maine as articles for a nonprofit corporation on January 25, 1979.

The Bylaws were revised on August 13, 1987 by an Ad Hoc Bylaws Committee chaired by Virgil Beane.

By action taken pursuant to a vote of the membership at the April 28, 1994 annual meeting, technical changes were made to the names of officers and positions with the Association.

Further revisions were made pursuant to recommendations of an Ad Hoc Bylaws Committee chaired by George Parke and approved by the membership at the annual meeting held on April 25, 2002.

Additional revisions were recommended by the Bylaws Committee chaired by John Austin and approved by the Membership on August 8, 2007.

The most recent revisions were recommended by the Bylaws Committee, chaired by Chelsea Demmons and approved by the Membership on October 8, 2025.

Brian D. Parke
President & CEO