

# **NORTH CAROLINA MOVERS ASSOCIATION, INC.**

## **BY-LAWS**

### **ARTICLE I.**

#### *NAME AND PURPOSE*

**SECTION 1.** This corporation shall be a non-profit corporation formed exclusively for purposes for which a corporation may be formed under Chapter 55A of the General Statutes of North Carolina and not for pecuniary profit or financial gain, and shall be known as North Carolina Movers Association, Inc.

**SECTION 2.** The object, nature and purpose of the corporation is to promote goodwill among and between household goods movers and the general public; to increase the efficiency of the operation of movers of household goods and goods as defined by Article MC19 of NCMA, which is as follows: "Personal effects and property used or to be used in a dwelling; furniture, fixtures, equipment and the property of stores, offices, museum, institutions, hospitals, or other establishments; and articles including objects of art, displays, and exhibits, which because of their unusual nature of value require specialized handling and equipment usually employed in moving household goods"; to take action to protect the general public and household goods movers in the transportation of household goods and effects as defined above in Article MC19 of NCMA; and to promote good fellowship and social activities by and among members of the household goods industry and other industries and persons. The organization shall accomplish the foregoing purposes by education, advertising, legal action and formulation of rules and regulations for the concert of action by all members.

## **ARTICLE II.**

### ***MEMBERSHIP***

**SECTION 1.** Members of the corporation shall be in three categories; namely, members, branch members, and associate members. To qualify as a member, any person, partnership or corporation operating with a valid full certificate of exemption to engage in shipping of Group 18-A household goods within the state, issued by the N.C. Utilities Commission, may be eligible for membership in the corporation subject to additional criteria, including but not limited to, financial solvency, fitness of moral and ethical character, and other criteria as adopted and approved by the Board from time to time.

**SECTION 2.** A branch member shall be a branch office of any regular member in good standing. Branch members shall not be eligible to vote. The purpose of branch members is for the distribution and gathering of information only.

**SECTION 3.** Associate members shall be persons, companies, organizations or entities who customarily furnish service, goods or products to members in carrying out their activities in the household goods moving business. Associate member shall have no voting right in the corporation and shall not be eligible to hold office. The corporation shall have the right to affiliate itself with any other organization of like nature and purpose.

**SECTION 4.** All applications for membership shall be referred to the Board of Directors for approval and election by majority vote. Board members will be polled, either by telephone or electronically, immediately after the application has been received. The vote will take place then.

**SECTION 5.** Any member may, by giving written notice of such intention, withdraw from membership. Such notice shall be presented to the Board at their next meeting.

**SECTION 6.** Any member may be dismissed and dropped from the corporation upon showing that he has violated any law or disobeyed any of the rules or regulations of the corporation. To effect the dismissal and dropping of a member

who is the subject of the action, any member of this corporation in good standing may take action to drop or dismiss a member by petitioning the Board.

**SECTION 7.** If any member of said corporation by resignation, death, dissolution, expulsion or otherwise, ceases at any time to be a member of said corporation, neither he nor it nor his or its heirs, successors, assigns, or representatives shall have any interest in or claim upon any of the property of said corporation or of its funds or income, no matter when acquired, nor be entitled to demand or receive any distributive share thereof, either declared or distributed during the existence of, or upon the dissolution of said organization, provided that nothing herein shall be taken to impair the right of any person ceasing to be a member to hold or own any bond or other indebtedness which said organization may owe to said person in accordance with the terms of said bond, or the legal effect of such indebtedness.

### **ARTICLE III.**

#### ***DIRECTORS***

**SECTION 1.** The business of the corporation shall be managed by a Board of Directors consisting of President, Vice-President, and Secretary/Treasurer, each of whom shall be a director, and twelve other directors. The retiring President will be an ex-officio member of the Board. The ex-officio will have voting right only in case of a tie.

**SECTION 2.** The directors and officers shall be elected annually by the members at the annual meeting. The directors and officers are required to be a member of the corporation or employed by a member of the corporation or by a branch member of the corporation. Four directors will be elected each year for a term of three years.

**SECTION 3.** The regular meeting of the directors shall be held on the day of the annual meeting, and at any other time or place agreed to by the majority of the directors.

**SECTION 4.** A quorum for the transaction of business at any regular or special meeting of the directors shall consist of those Board members present.

**SECTION 5.** An officer or director may be removed from office at any time by a vote of three-fourths of the directors. Should the officer or director fail to attend three successive meetings, except for good cause acceptable to the Board of Directors, the officer or director will be removed automatically as an officer or director of the North Carolina Movers Association and be so notified in writing by the Executive Director.

**SECTION 6.** Whenever a vacancy occurs in the Board of Directors, a member elected by a majority vote of the Board of Directors at a regular or special meeting will fill the unexpired term of that office to which he is so elected.

**SECTION 7.** At each annual member's meeting, the directors shall submit a statement of the accomplishments of the preceding year together with a report of the general financial condition of the corporation through the Secretary/Treasurer.

**SECTION 8.** The Board of Directors of this corporation shall have full power and control of all the property, both real and personal, that may come into the possession of the corporation, with full power to purchase real and personal property in the name of the corporation, and to sell, mortgage, pledge or otherwise dispose of same. Matters concerning the corporation and business of any nature can be transacted by the Board of Directors at any duly authorized meeting.

## **ARTICLE IV.**

### ***OFFICERS***

**SECTION 1.** The officers of the corporation shall be a President, Vice-President, and Secretary/Treasurer, who shall be elected for the term of two years and shall hold office until their successors are duly elected and qualified. The officers shall be elected by the members at the annual membership meeting. Officers are required to be a member of the corporation or employed by a member of the corporation.

**SECTION 2.** All officers of the corporation shall serve without remuneration.

**SECTION 3.** Whenever an office is vacated after the annual election, a member elected by a majority vote of the Board of Directors at a regular or special meeting, will fill the unexpired term of that office to which he is so elected.

**SECTION 4.** The President shall preside at all directors' and members' meetings, shall have general supervision of the affairs of the corporation and over the other officers, and shall perform such other duties as may be properly required of him by the Board. In the case of the absence or disability of the President, his duties shall be performed by the Vice-President. The Executive Director, with oversight from the Secretary/Treasurer, shall issue notices of all directors' and members' meetings and shall attend and keep the minutes of same. The Executive Director, with oversight from the Secretary/Treasurer, shall have charge of all books, records and papers, shall have custody of all moneys and securities and shall handle all fiscal matters for the corporation. The Secretary/Treasurer and Executive Director shall co-sign all checks for the corporation. The Secretary/Treasurer shall make a full report of the financial status of the corporation at the annual meeting and shall make such other reports and statements as may be required of him by the Board.

## **ARTICLE V.**

### *COMMITTEES*

**SECTION 1.** The President may appoint such committees, headed by a chairman, to render such services to the corporation as may be deemed necessary and proper, provided any action recommended by any committee shall be approved by a majority of the Board of Directors.

## **ARTICLE VI.**

### *ELECTION OF OFFICERS AND BOARD MEMBERS*

**SECTION 1.** The officers and directors shall be elected at the annual meeting of the association. Prior to the member's meeting a nominating committee, appointed by the President, shall meet and prepare to submit to the member's meeting a slate composed of one candidate for each office required by these by-laws with the following provisions: the President and Secretary/Treasurer shall come from any

region; the President and the Vice-President should each, when feasible come from different regions, and the additional members of the Board shall from come regions not already represented to the extent prudent and feasible. No officers of the corporation may succeed himself. The President and Secretary/Treasurer may not be elected from the same region for more than two consecutive years. Nominations will be open from the floor with due regard to the above provisions. All nominees must be a member of the corporation, employed by a member of the corporation, or employed by a branch member of the corporation. All elections shall be by secret ballot and shall be by a majority vote of members present when there is a quorum consisting of eight voting members. Each member company entitled to vote shall have one vote which may be given by any designated representative of his company. Voters shall be counted by three active members as tellers appointed by the President. No active member whose fee or dues are in arrears at the time of balloting shall have a vote.

## **ARTICLE VII.**

### *DUES*

**SECTION 1.** The Board of Directors shall be responsible for determining the amount and the manner of assessment of the annual dues for all classes of members at any time such a change is deemed necessary by said Board.

**SECTION 2.** Annual dues and tariff fees shall be based on the calendar year (1 January - 31 December). Dues and fees which are past due and unpaid on June 30 of each year shall be cause for the removal of said member as a member of the corporation. Written notice, by registered mail, shall be sent at least 30 days prior to such removal to any member. Membership may be reinstated by upon Board approval (Article II, Section 4) and payment of all back dues and fees.

**SECTION 3.** Except by a three-fourths vote of the Board of Directors, no indebtedness shall be incurred by the corporation during any one year in excess of the annual revenue of the corporation for that year. Indebtedness beyond the amount of the annual revenue shall be paid for by an assessment upon each member as decided by the Board of Directors in the same meeting in which the authorization for the indebtedness was vote.

**SECTION 4.** All funds raised by assessment by the Board of Directors or otherwise other than from general membership fees shall be prorated among the members on a basis established by the Board of Directors. No member shall be assessed for funds to be used to defray expenses incurred in any legal action or proceeding against said member when said member is a party to the proceeding. The general membership funds or special assessments paid by other members may be used to defray expenses of litigation or proceedings against such member.

## **ARTICLE VIII.**

### *MEETINGS*

**SECTION 1.** The annual meeting will be held at a time and place decided on by the Board. All members are to be given at least ten days' notice of such meetings. Eight members entitled to vote shall constitute a quorum. If a quorum is not present at any meeting of the members a majority of the members present may adjourn the meeting until such time as a quorum is present. At such meetings the members shall elect officers and directors to serve for one year or until their successors shall be elected and qualify.

**SECTION 2.** A special meeting of the members to be held at any time and place may be called for by the President and/or a quorum of the Board of Directors. It shall be the duty of the Directors or President to call the meeting whenever so requested by a majority of members.

**SECTION 3.** Notice of all special meetings must be mailed by the Executive Director to each member at least five days before the date thereof.

## **ARTICLE IX.**

### *MONEYS*

**SECTION 1.** The funds of the corporation shall be deposited in such bank or trust company as the directors shall designate and shall be withdrawn only by check or order of the Secretary/Treasurer.

**SECTION 2.** The Secretary/Treasurer and the Executive Director of the corporation shall be bonded each year in an amount to be determined by the Board on an annual basis. The cost to be paid by the corporation.

**SECTION 3.** The membership shall at the annual meeting adopt a budget for the ensuing year. The budget shall be administered by the Board of Directors. The Treasurer, by and with the aid of the Board of Directors, shall make a budget report at each annual meeting showing the total revenues and expenditures for the immediate past year and estimating the expenditures for the ensuing year, together with the revenue estimated to be required to meet such anticipated expenditures and how the same is proposed to be raised. All such budget estimates shall contain a provision for contingencies and emergencies, which shall not exceed 15% of the total estimated required revenues to be raised from general membership funds.

**SECTION 4.** No loans or other financial obligation shall be incurred by the Board of Directors except as provided in the budget adopted or revised by the membership in annual or special session upon notice to the membership. No loans shall be made to or on behalf of any officer or director of the corporation, nor shall the officers or directors be entitled to any fees or salaries of any kind except upon vote of the membership in annual or special meeting with notice, and as provided in Article IV, Section 2. The Board of Directors may from time to time employ such clerical, accounting, and legal assistance as needed in the budget adopted by the membership. The Board of Directors may reimburse itself for actual costs for meals, lodgings, and travel in attending meeting of the Board, committees, and the membership, but no fee or other emolument shall be voted and officer or member of the Board for his time in attending such meetings or otherwise transacting the business of the corporation.



## **ARTICLE X.**

### *ASSOCIATE MEMBERS*

**SECTION 1.** Associate members as defined in Article II, Section 2, will be required to pay annual dues; will be permitted and encouraged to attend annual association meetings; will be furnished nominal display area at the meeting site and will have their interest protected in that their competitors who are not members will not be permitted to attend the annual meeting or place a display thereat, except that any organization which contributed more than \$200.00 to annual meeting shall be permitted to place a display at said meeting. Associate members shall be permitted to form a vendor committee to discuss ways to enhance the corporation and the annual meeting.

## **ARTICLE XI.**

### *AMENDMENTS*

**SECTION 1.** These by-laws may be amended, changed or altered in any respect at any duly called meeting by an affirmative vote of a majority of the Board of Directors present. The members present at such meeting shall constitute a quorum.

## **ARTICLE XII.**

### *AWARDS*

**SECTION 1.** The North Carolina Movers Association at the annual Convention shall recognize two individuals and one vendor for their outstanding service and contributions to the Association. The awards recognize individuals for the Mover of the Year and the James T. Dorman Distinguished Service Award, as well as the Bill Trimble Vendor Service Award. Nominations can be submitted from all active members of the Association. In the case the Association membership fails to nominate an individual for either of the awards, then the President shall empower the Nominating Committee and has the discretion to appoint additional members to the Nominating Committee to select individuals for the award or awards.

**SECTION 2.** The North Carolina Movers Association Mover of the Year Award is presented to an individual who, during the course of the year, demonstrates the

willingness to go beyond the call of duty for the success of the Association. This could be based on the time and effort placed on special projects, new ideas or research for the betterment of the Association and the Moving and Storage Industry. Any active member Company can nominate a deserving individual for this award.

**SECTION 3.** The North Carolina Movers Association James T. Dorman

Distinguished Service Award is awarded annually in honor of the dedication and loyalty displayed by the late James T. Dorman. Any active member Company can nominate a deserving individual within the Industry. It is the most prestigious and coveted award given by the Association. This award is based on the long term commitment, dedication and loyalty to ensure the success of the Association. The wording on this awards reads as “The North Carolina Movers Association presents with sincere gratitude this coveted award for the continuous service, dedication and loyalty, over and beyond the call of duty in helping to make this a strong, viable Association.

**SECTION 4.** The North Carolina Movers Association Bill Trimble Distinguished Service Award is annually in honor of the dedication and loyalty displayed by the late Bill Trimble. This award is given to the vendor who demonstrates the willingness to go beyond the call of duty for the success of the Association. This could be based on the time and effort placed on special projects, new ideas or research for the betterment of the Association and the Moving and Storage Industry. Any active member Company can nominate a deserving individual for this award.