

By-Laws of Michigan Movers Association

**Article I**

**Name; Seal; Office**

**Sec. 1.** The name of this Association is Michigan Movers & Warehousemen's Association.

**Sec. 2.** The corporate seal shall be circular in form and shall have inscribed thereon the name of the Association and the work "Seal".

**Sec. 3.** The principal office of this Association shall be in the City of Lansing, Ingham County, Michigan, or at such other place as may be designated by the Board of Directors.

**Article II**

**Sec. 1. The purposes of the Association are:**

a. To foster, develop and promote the highest standards of business conduct and service to the public on the part of any person, firm or corporation engaged in the transportation and/or storage of property.

b. To promote co-operation and good will between the members and to aid and assist all members and to keep them informed with respect to all matters dealing with storage and transportation.

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 or its individual members.

d. To offer advice, services and assistance with respect to all storage and transportation matters, including the preparing, publishing and filing of tariffs, rate schedules, applications, petitions and/or other documents and papers, and the preparing and furnishing of bills of lading, freight bills, warehouse receipts and other required forms for the members of this Association and any persons, firms or corporations engaged in the transportation and/or storage of property.

e. To do anything suitable and proper for the accomplishment of any purpose set forth herein or which may be proper and lawful objectives of a trade association.

**Sec. 2.** This Association is not organized for the pecuniary profit. No dividends shall be paid to members, nor shall the members be entitled to any portion of the earnings of the Association derived through increment of value upon its property or otherwise incidentally made. No part of the net earnings of the Association shall inure to the benefit of any member or private individual.

**Article III**

**Membership**

**Sec. 1.** Any person, firm or corporation engaged in the transportation of property for hire and/or engaged in the storage property or who is directly interested in the affairs, activities, business and operations of the Association and its members shall be eligible for, and admitted to, membership in the Association upon duly applying for membership as hereinafter provided. All persons employed by and person, firm or corporation that applies for and is admitted to membership shall automatically be members of the Association while they are so employed.

**Sec. 2.** There shall be three classes of membership as follows:

a. Active Membership. Active Members shall be those persons, forms or corporations that apply for and are admitted to membership in the Association that are engaged in Michigan intrastate transportation of property and/or any storage of property within the State of Michigan.

b. Associate Membership. Associate Members shall be all other persons, firms or corporations that apply for and are admitted to membership in the Association.

c. Affiliated Safety Membership. Affiliated Safety Members shall be all persons who are employed by any Active of Association Member and who are members of the Association automatically as long as they are so employed.

Sec. 3. Each person, firm, or corporation applying for membership shall file a written application agreeing to become bound by and to abide by the By-Laws of the Association, shall accompany dues payable by such person, firm or corporation for the year in which said application is filed, which dues shall not be less than \$15.00 for any class of membership, and the applicant, shall sign the agreement required to be signed a condition of membership by Section 2 of Article XXIV of these By-Laws.

Sec. 4. Repealed May 21, 1983.

Sec. 5. Only Active Members shall be entitled to vote. Each Active Member shall have the right to cast one (1) vote and designate the person authorized to cast its vote. In the event of a dispute as to who is authorized to cast the vote of an Active Member, such Active Member shall not be entitled to vote until the Executive Manager of the Association is given written notice of the person authorized to cast such Active Member's vote by the owner, all the partners or president, as the case may be, of such Active Member.

Sec. 6. Associate Members and Affiliated Safety Members shall not be entitled to vote and shall have no active voice in the affairs of the Association, but shall be entitled to attend the Association meetings, to participate in group insurance programs of the Association, and to be furnished such information and advice as can be furnished by the Association, and they, in turn shall be expected to furnish such information or advice for the benefit of the Association or its members as they may, from time to time, be requested and are able to furnish.

## **Article IV**

### **Membership Meetings (Amended January 7, 2005)**

Sec. 1. The annual meeting of the members of the Association shall be held during the first quarter of each calendar year, at such time and place as may be designated by the Board of Directors, for the purpose of electing directors and officers and for the transaction of such other business as may properly be brought before the members.

Sec. 2. The semi-annual meeting of the members of the Association shall be held between the months of May and September each year, at such time and place as may be designated by the Board of Directors, for the transaction of such business as may properly be brought before the members.

Sec. 3. Special meetings of the members of the Association may be called by the President or by order of the Board of Directors or Executive Committee at any time, either at the principal office of the Association or at such other place as may be designated by the President, Board of Directors, the Executive Committee or the Presidents to call a special meeting of the members upon written request of ten (10) or more Active Members of the Association, or upon request of the Executive Manager.

Sec. 4. Notice of the time, place and purposes of each meeting of the members of the Association shall be mailed to each Active and Associate Member by the Executive Manager not

less than ten (10) nor more than sixty (60) days before the meeting. The notice shall include all additional information required by these By-Laws and such further notice shall be given as it appears on the Association's records.

Sec. 5. Twenty (20) Active Members, present in person, shall constitute a quorum at the meetings of the members of the Association.

Sec. 6. Meetings of the membership of the Association or separate sessions thereof shall be presided over by the President or Vice President or a Chairman as determined by the Board of directors or Executive Committee. The Executive Manager shall act as Secretary of the meeting. All questions shall be decided by the vote of a majority of the Active Members present and voting at the meeting, unless otherwise provided by law or these By-Laws.

## **Article V**

### **Termination of Membership**

Sec. 1. Any member may resign at any time by presenting his resignation in writing to the Executive Manager of the Association.

Sec. 2. The membership of any member shall be terminated for failure to pay any dues or assessments within ninety (90) days of the due date thereof, upon the mailing of Notice of Termination to such member by the Executive Manager.

Sec. 3. Any member whose membership in the Association is terminated for the non-payment of dues or assessments may be reinstated by the Executive Manager by paying all back dues and assessments and all expense caused by publishing any tariffs and supplements and all other expense incidental thereto.

Sec. 4. The membership of a member may be suspended or terminated for cause by the Board of Directors of the Association pursuant to and as provided in Article XXIV of the By-Laws or as may hereinafter be provided by any amendment of the By-Laws.

## **Article VI**

### **Elections**

Sec. 1. The President of the Association shall appoint as soon as may be after each annual membership meeting a Nominating Committee, which shall place in nomination at the next annual membership meeting nominees for the directors and officers to be elected at said annual meeting. Additional persons may be nominated at the annual membership meeting by any person present and entitled to vote at such meeting. Nominees for directors and officers of the Association must be Active Members of the Association or a director, officer, partner or employees of an Active Member.

Sec. 2. The directors and officers of the Association shall be elected at the annual meeting of members each year by the vote of a majority of the Active Members present and voting. At any election of directors, the entire number of directors to be elected shall be voted for the same time and not separately.

## **Article VII**

### **Divisions (Amended May 21, 1983) (Repealed January 7, 2005)**

Note: This entire Article, which establishes the four divisions of the MMA (Household Goods Moving, Household Goods Storage, Commercial Storage, and Local Transportation) is being repealed, and the individuals who hold these positions will become at-large Directors.

Sec. 1. There shall be the following Divisions of the Association: Household Goods Moving Division; House hold Goods Storage Division; Commercial Storage Division; Heavy Commodities Division; and Local Transportation-Detroit Division.

Sec. 2. The Local Transportation-Detroit Division shall consist of motor carriers which have tariffs published and filed for them by the Association, as herein provided for, covering the transportation of property in intrastate commerce within the Detroit Commercial Zone as defined in Section 1 or Article VI of the Michigan Motor Carrier Act. Membership in such Division shall terminate whenever any motor carrier ceases to have in effect any such intrastate commerce tariff so published and filed by the Association.

Sec. 3. A Vice President shall be elected for each Division at the annual meeting of the members of the Association in each year. Such Vice President shall call and preside over meetings of each Division except as otherwise provided in these By-Laws. The Executive Manager of the Association shall act as Secretary of the meeting of each Division.

Sec. 4. Additional Divisions may be created by the Board of Directors upon application of any group or division of carriers or warehousemen of like commodities or whenever it appears necessary, provided such action is ratified and approved at the next regular meeting of the members of the Association.

Sec. 5. Special meetings of the members of any Division may be called by the Vice President of the division either at the principal office of the Association or elsewhere, and notice of such meeting shall be mailed to the members not less than then (10) nor more than sixty (60) days prior to the scheduled date by the Executive Manager. It shall be the duty of the Vice President of any Division to call a special meeting of members of that Division upon written request by seven (7) or more members of that Division, or upon request of the Executive Manager.

## **Article VIII**

### **Board of Directors (Amended January 7, 2005)**

Sec. 1. The property, business and affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall consist of the President, Vice President, Secretary, and Treasurer who shall be elected each year at the annual membership meeting, the immediate past President of the Association and a minimum of nine (9) or maximum of eighteen (18) directors, half of whom shall be elected each year at the annual membership meeting for a two (2) year period. A director of the Association must be an Active Member or a director, officer or employee of a corporation or partner or employee of a firm that is an Active Member. Any director of the Association may, by written notice to the President, appoint any of his partners or any director,

officer or employee of his company as an alternate who shall, during the absence or disability of such Association director, exercise the functions of a director of the Association.

Sec. 2. The Board of Directors, between the meetings of the members of the Association, shall act for the Association, and shall have the power to request the President appoint committees of other than its own members to carry out the best interests of the Association. The Board of Directors shall meet not more than thirty (30) days prior to every meeting of the members of the Association and not less than semi-annually. Written notice of the time, place and purpose of all meetings of the Board of Directors shall be mailed to each director not less than five (5) nor more than thirty (30) days before the meeting. Meetings may be held on less than five (5) days' notice if consented to by two-thirds (2/3) of the members of the Board.

Sec. 3. The President shall be Chairman of said Board of Directors. Meetings of the Board of Directors shall be presided over by the President, or if he is not present, by the Vice President, and if neither are present, by a Chairman to be chosen at the meeting. The Executive Manager, or in his absence, a person chosen at the meeting, shall act as Secretary of the meeting.

Sec. 4. If and when all of the directors shall severally or collectively consent in writing to any action to be taken by the Association, such action shall be a valid corporate action as though it had been authorized at a meeting of the directors.

Sec. 5. One more than half of the serving Board members shall constitute a quorum for the transaction of business and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as actions by a majority of greater number of the directors then in office may be specifically required by other sections of these By-Laws. If there shall be less than a quorum present at any meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum is present.

Sec. 6. Whenever any vacancy shall have occurred in the Board of Directors by reason of death, resignation, removal, or otherwise, a majority of the directors then in office, though less than a quorum, may fill such vacancy at any meeting, and the person so elected shall be a director until his successor is elected by the members of the Association at the next annual meeting of the members, or at any special meeting duly called for that purpose and held prior thereto. The resignation of a director shall be effective upon its receipt by the Association or a subsequent time as set forth in the notice of resignation. Termination of the membership of an Active Member who is an officer or director of the Association or termination of the membership of a corporation or firm with which an officer or director is associated, shall terminate the tenure of such officer or director.

Sec. 7. The Executive Committee shall be the President, Vice President, Secretary, Treasurer, and the immediate past President. The Executive Committee shall meet as necessary. In the interim between meetings of the Board, the Executive Committee shall have the authority, subject to such limitations as the Board may prescribe, to exercise the authority of the Board of Directors in the management of business of the Association and shall report its actions to the Board at the next meeting following such action. The Executive Committee shall also have such powers as are specifically given to it by other provisions of these By-Laws.

Sec. 8. The Board of directors may appoint or provide for the appointment of such other standing or special committees as the Board may deem necessary and prescribe the powers, authority and duties of such committees.

Sec. 9. The Board of Directors shall from time to time, prescribe the manner of making, signature or endorsement of bill, check and other negotiable paper or other instruments for the payment of money, and designate the officer or officers, agent or agents, who shall, from time to time, be authorized to make, sign or endorse same on behalf of the Association.

Sec. 10. Subject to any specific limitation of restriction imposed by law, by the Articles of Incorporation, or by these By-Laws, the Board of Directors is authorized to direct, by appropriate action, the carrying out of the purposes as set forth in the Articles of Incorporation of the Association and these By-Laws and to exercise all of the powers of the Association, without previous authorization or specific approval by the members of the Association, and any and all parties dealing with the Association shall have the right to rely upon any action taken pursuant to authority of the Board of Directors.

## **Article IX**

### **Officers (Amended January 7, 2005)**

Sec. 1 The officers of the Association shall be a President, Vice President, Secretary, Treasurer and the immediate Past President of the association.

## **Article X**

### **President**

Sec. 1. The President, and in his absence, the Vice President, shall preside over all regular and special meetings of the Association, and shall perform such other duties as are usually required of this office. In the absence of both the President and the Vice President at any regular or special meeting of the Association, a chairman shall be elected at such meeting.

Sec. 2. The President shall appoint all special and standing committees deemed necessary to carry on the work of the Association, and he shall be ex-officio a member of all committees, except the Nominating and the Local Transportation-Detroit Tariff Committee of the Local Transportation-Detroit Division, with the right to vote. A member of any Committee, other than those specifically named in this Section, may, by written notice to the President of Committee chairman, appoint any director, officer or employee of his company as an alternate, who shall, during the absence or disability of such committee member, exercise the functions of a member of such committee.

Sec. 3. The President shall call a special meeting of the Association upon the written request of the Board of Directors.

Sec. 4. The President shall be Chairman of the Board of Directors, and shall have the direction of the work of said Board.

Sec. 5. The President may, if in his judgment the welfare of the Association requires, request a special meeting of said Board or upon the written request of three or more member of the Board of Directors, shall call such meeting.

## **Article XI**

### **Vice President**

Sec. 1. The Vice President shall preside at all meetings of the Association and Board of directors in the absence of the President.

## **Article XII**

### **Secretary**

Sec. 1. The Secretary shall attend all meetings of the Association and the Board of Directors and shall record the minutes of all proceedings and record all votes in a book to be kept for that purpose, and shall keep in safe custody the seal of the Association, if any, or he may delegate such duties to the Executive Manager. He shall also perform such other duties as may be prescribed by the Board of directors or by the President, under whose supervision he will act.

## **Article XIII**

### **Treasurer**

Sec. 1. The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the Association full and accurate accounts of all receipts and disbursements; he shall deposit all monies, securities and other valuable effects in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors. He shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and to the Board of Directors at its regular meeting, and whenever requested by them, an account of all his transactions as treasurer and of the financial conditions of the Association.

Sec. 2. The Treasurer may delegate any or all of his duties to the Executive Manager, except as may be otherwise provided by the Board of Directors.

Sec. 3. All checks, drafts and orders for payment of money shall be signed in the name of the Association in such manner and by such officers or the Executive Manager as the Board of Directors shall from time to time designate for that purpose.

## **Article XIV**

### **Executive Manager**

Sec. 1. An Executive Manager shall be employed by the Board of Directors. He shall receive such salary and other compensation and benefits as may be determined by the Board of Directors from time to time.

Sec. 2. The Executive Manager shall keep a record of all the member carriers participating in the tariffs published by the Association, and shall keep a ledger account of the dues and assessments and shall invoice members when any such amounts are due. All money shall be paid to the Association through the Executive Manager, who will credit such amounts to the account of the member making the payments and will deposit such monies with the Treasurer or in a bank, as determined by the Board of Directors, mailing duplicate deposit slips to the Treasurer.

Sec. 3. The Executive Manager shall attend all meetings of the Association and of the Board of Directors, both regular and special, and shall keep in a book suitable for that purpose complete minutes of the proceedings of the Association and said Board. He shall also attend all meetings of committees of the Association and record the minutes of such meetings. He shall further have charge of all books, records, documents and papers which belong to the Association, and shall from time to time issue bulletins to the various members of the Association of the proceedings of the Association and of the Board of Directors, and of such other information as may be, in the judgment of the Board of Directors or President, of general interest to its members of the Association. The books, records, documents and papers of the Association in his custody shall be open for inspection by any member of the Association during normal business hours.

Sec. 4. The Executive Manager shall give, or cause to be given, notice of all meetings of the Association, the Board of Directors and committees of the Association for which notice is

required, and shall perform such other duties as may from time to time be delegated to him by the Board of Directors, President, Secretary or Treasurer of the Association.

## **Article XV**

### **Dues**

Sec. 1. The annual dues and any assessments shall be determined by the Board of Directors and submitted to the annual meeting of the members each year for approval.

Sec. 2. Each Active and Associate Member shall pay the annual dues and any assessments as approved at the annual membership meeting, on or before December 1 of each year.

## **Article XVI**

### **Bond**

Sec. 1. The Association shall purchase a bond in an amount determined by the Board of Directors, to cover all persons or employees handling funds or valuable documents of the Association.

## **Article XVII**

### **Rules of Order**

Sec. 1. The rules contained in Robert's Rules of Order Revised, shall govern this Association in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws.

## **Article XVIII**

### **Amendment of By-Laws**

Sec. 1. These By-Laws may be amended, altered, changed, added to or repealed by an affirmative vote of a majority of the Active Members of this Association present at a meeting held for that purpose. Any alteration, change addition, amendment or repeal of these By-Laws may be proposed by an Active Member by written request or at a regular or special meeting of the membership provided that there be a quorum of the membership present at such meeting and provided further that written notice of said meeting setting forth the proposed change of these By-Laws is mailed to each Active Member not less than ten (10) days before such meeting.

## **Article XIX**

### **Tariff Procedure (Amended January 17, 1985)**

Sec. 1. Authority to Publish. The Executive Manager shall publish tariffs, supplements thereto, sections, items or rate tables therein at the direction of the Board of Directors or a Tariff Committee of any Division of the Association pursuant to the procedures provided in this Article. Each member of the Association shall execute power of attorney in a form satisfactory to the Association to allow the Executive Manager to publish said tariffs on behalf of these members and each member shall file a verified statement with the Michigan Public Service Commission as required by Public Act No. 399 of 1982.

Sec. 2. Tariff Committees. The President of the Association shall appoint Tariff Committees for each Division except that the Division Vice Presidents for the Heavy Commodities and Local Transportation-Detroit Divisions shall appoint Tariff Committees for the respective Divisions.

Each Tariff Committee shall consist of not less than three (3) members of its Division who shall be appointed for one (1) year terms. One member of each Committee shall be appointed, as Chairman and the Executive Manager of the Association shall act as Secretary.

Sec. 3. Tariff Proposals. Any member of this Association, any carrier for hire not a member of this Association, or any shipper or receiver of freight for hire may submit in writing to the Executive Manager a proposal for the establishment of any rate or change in present rates, classifications, exceptions to classifications, divisions, allowances, commodities named in any tariff published by this Association or any Division of the Association. The written proposal shall be accompanied by a statement of proposal complying with this section, the Executive Manager shall docket said proposal and forward it to the Tariff Committee of the Division the proposal applies to. Each tariff proposal shall relate exclusively to carriers of the same mode, except as it relates to transportation under joint rates or over through rates.

Sec. 4. Notice of Tariff Committee Meetings. The Tariff Committee to which a proposal has been submitted shall schedule a meeting to consider such proposal and the accompanying statement of justification. The Executive Manager shall post a notice of said meeting at the Association's principal place of business and at the Michigan Public Service Commission at least eight (8) business days before the date of the meeting, which notice shall state the name of the organization, its address, telephone number, meeting docket or agenda, the place, date and time of the meeting, and a statement that the meeting is open to the public. For a rescheduled meeting, a public notice as described above shall be posted 18 hours in advance of the meeting. A meeting, which is recessed for more than 36 hours, shall be reconvened only after public notice equivalent to that required for the original notice. Upon the written request of any person, and upon that person's payment of a yearly fee of not more than the reasonable estimated cost for printing, handling and postage of such notices, the Association shall send to the requesting party by first class mail, a copy of all such notices for the year in question.

Sec. 5. Tariff Committee Meetings. Any person, without the necessity of fulfilling any condition precedent to attendance, shall have the right to attend any meeting of a Tariff Committee and be heard during a time set aside for public comment. At any Tariff Committee meeting, the Tariff Committee shall not consider any change in the proposal before it which would have the effect of broadening the proposal or increasing a proposed rate or charge, but it may consider a change in such proposal which will diminish the proposal without decreasing current rates or charges. The Tariff Committee, after consideration of the proposal before it, shall approve, disapprove, approve upon condition or defer consideration pending further investigation. Any Tariff Committee decision concerning a proposal must be approved by the Board of Directors of the Association prior to publication. A motor common carrier shall not vote on rates unless the carrier has authority to participate in the movement being voted on. Written notice of the Tariff Committee's decision will be given to the Board of Directors of the Association by the Executive Manager and if any member of the Board of Directors objects to the decision within ten (10) working days of the notice, the matter shall be considered at a meeting of the Board of Directors of the Association for that purpose. The portion of any meeting of the Board of Directors or any further meeting of the Tariff Committees shall be open to the public who may be heard and the Notice and Minutes requirements of Section 4 and 6 of this Article shall be applicable to said meetings. Informal meetings held in advance of any formal meeting to consider tariff proposals, for the purpose of determining what will be decided formally, are prohibited. After final disposition of the proposal is arrived at pursuant to this section, the Executive Manager shall send a docket disposition notice to all members of the Association.

Sec. 6. Minutes of Meetings. The Executive Manager shall cause to be kept minutes of all meetings of the organization at which proposals are discussed concerning the establishment of any rate or change in present rates, classifications, exceptions to classifications, divisions, allowances, ratings, rules, regulations or practices governing transportation of any commodities named in any tariff published by this Association. Proposed minutes shall be available for inspection by the general public and shall be submitted to the Michigan Public Service

Commission on or before the seventh (7<sup>th</sup>) business day after such meeting. Approved minutes shall be available for public inspection not later than five (5) business days after the meeting at which the minutes are approved. Copies of approved minutes, when different from the proposed minutes, shall be submitted to the Michigan Public Service Commission not more than eight (8) business days after they are approved. Copies of the minutes shall be available to the public at the reasonable estimated cost for printing and copying. The minutes of such meeting shall contain the date, time and place of meeting, members present, members absent, decisions taken, and roll call votes on rates, charges or tariff items.

Sec. 7. Independent Action. There is reserved to each member of the Association of the free and unrestrained right to take independent action. Such right of independent action shall include any action by a member of the Association to do any of the following: (a) establish a rate to be published in the appropriate Association tariff, or to cancel a rate for that member's account. (b) Instruct the Association that an existing rate, whether established by independent action or collective action, that is proposed to be changed or canceled, be retained for that member's account and published in the appropriate Association tariff, and (c) have published for its account in the appropriate Association tariff a rate established by the independent action of another member. The Association to the membership of the Association will give no prior notice of any independent action. No member or members shall retaliate, by any means whatsoever, against another member because that member took independent action. The Association will change or cancel a rate established by independent action only for the purposes of tariff simplification, removal of discrimination, or elimination of obsolete items, and only with the permission of the participating carriers.

## **Article XX**

### **Tariffs and Publishing Thereof**

Sec. 1. When tariffs are published and constructed for a Division, the membership thereof shall be assessed therefore at an amount determined by the Board of Directors.

Sec. 2. When tariffs are constructed and published for individual persons, firms or corporations, such firms, persons or corporations shall be assessed therefore at an amount determined by the Board of Directors.

Sec. 3. Tariffs shall be sold to the membership at a cost per each as determined by the Board of Directors.

## **Article XXI**

### **Emergency Procedure (Amended May 21, 1983)**

Sec. 1. The Board of Directors at any regular or special meeting may authorize departure from the procedures outlined in Article XIX or an entire new or different procedure when in its opinion there is an emergency requiring same, except that none of the provisions of Article XIX that are required by Public Act No. 399 of 1982 shall be waived or otherwise departed from. Such action shall be subject to the approval of the membership at the first regular or special meeting thereafter. Provided, however, that no procedure so authorized by the Board of Directors shall ever be construed as abridging the right of each member to take independent action.

## **Article XXII**

(Repealed May 21, 1983)

## **Article XXIII**

(Repealed January 22, 1981)

## **Article XXIV**

### **Code of Ethics**

Sec. 1. At any annual meeting, semi-annual meeting or special meetings at which not less than ten (10) active members are present, a Code of Ethics applicable to all members of the Association may be adopted, amended or repealed by a majority vote of the active members present at such meeting.