

Atlanta International Forwarders & Brokers Association Inc.

BYLAWS

ARTICLE I: Name of Association

This organization shall be known as the Atlanta International Forwarders & Brokers Association, Inc (AIFBA)

ARTICLE II: Objectives

The objectives of this not-for-profit association are: to promote the common business interests of Customs Brokers and International Freight Forwarders; to encourage the maintenance of professionalism within our industry; to maintain a standard of integrity and efficiency that will protect clients and the Government in the fair, reasonable and equitable administration of import and export laws and regulations; and, to develop acquaintance and good fellowship among the members.

ARTICLE III: Membership

Section 1:

There shall be two classes of membership: Regular and Affiliate.

Regular

Section 2:

(a) Regular membership shall be restricted to persons, firms or corporations regularly engaged in business within the Greater Atlanta Metropolitan Area as licensed Customs Brokers and/or International Freight Forwarders, holding a valid CHB, IATA or FMC license located in the Greater Atlanta Metropolitan Area. Such persons, firms or corporations shall be admitted for membership as business organizations only, and in all matters coming before the Association but one vote will be permitted to each Regular member, including all of its branches, affiliates, subsidiaries or related companies. No person, firm or corporation; however, may vote at any meeting except by a duly authorized representative of the Member(s) he/she represents and the President or person acting as such at any meeting may call upon such representative to produce his/her credentials as the authorized representative of the firm or corporation.

(b) There shall be no restriction as to the number of representatives of any Regular member who may attend meetings, but only one vote shall be permitted each Regular member, as provided in Section 2(a), above. The Board of Directors (Article VII, Section 2) shall decide any dispute concerning representation.

(c) Every applicant for membership must notify the Association in writing of their desire for

membership and must provide the name, address and occupation of the applicant. Such applications shall be referred to the Membership committee (Article XI), which shall report its findings to the Association. The applicant will be brought forth during the New Business portion of a general Association meeting and will be voted upon at the next business meeting of the Association. The Association may either elect or reject such applicant by a majority vote of those Members attending and the applicant shall be informed of such election or rejection.

Affiliate

Section 3:

(a) Affiliate membership shall be restricted to persons, firms or corporations not licensed as Customs Brokers or International Freight Forwarders, but regularly engaged in business related to transportation or international trade services. [OR licensed as Customs Brokers or International Freight Forwarders NOT located in the Greater Atlanta Metropolitan Area](#)

(b) Affiliate members may attend general membership meetings at the discretion of the President or the Board of Directors but may not vote [or be members of the Board](#)

(c) No Affiliate member may utilize the membership in a manner contrary to the policy of the Association. Affiliate members must use the word "Affiliate" to describe membership in the Association in all printed material, advertisements and/or publications.

[\(d\) Affiliate members will not have access to the library section of the Association website, but if paying and attending an Association event, presentations will be sent to them](#)

ARTICLE IV: Censure, Suspension & Expulsion

Section 1:

If the conduct of any Member shall appear to the Board of Directors to be improper or prejudicial to the character and welfare of the Association, or contrary to or in violation of its Bylaws and rules, the Board of Directors shall inform such Member thereof in writing, which notice shall be delivered or sent by mail to the Member informing them of the time when they may be heard in their defense before the Board. At such meeting, he/she may be censured, suspended or expelled by a two-thirds (2/3) vote of the Board members present. At least ten (10) days shall elapse between the service of such notice and said meeting.

Section 2:

Such hearing may be adjourned from time to time by the Board in its discretion, but any Board member who shall not have been present at any meeting of the Board at which evidence is taken, or at which the Member whose conduct is involved in a hearing is heard, shall not participate in the final decision.

Section 3:

A Member may be censured, suspended or expelled when (1) it has been determined by an appropriate governmental agency that the Member has violated a Federal law or regulation relative to Customs Brokers and/or International Freight Forwarders, such violation being sufficient for the denial, suspension or revocation of a license, or (2) the Member has been found guilty of a violation of a Federal or State law involving moral turpitude, or (3) the Member engaged in activities or changes in

status in such manner which would cause it to become ineligible or unacceptable if it were then applying for membership, or (4) in the opinion of the Board of Directors the Member engages in activities or develops a reputation which brings public disfavor upon the industry.

Section 4:

All Regular Members, as a condition of their membership, are required to pledge themselves to observe and uphold such Code of Ethics as may from time to time be prescribed by the Association.

ARTICLE V: Initiation and Dues

Section 1:

The initiation fee and annual dues for all classes of membership shall be established from time to time by the Officers.

Section 2:

Any extraordinary expenses shall be provided for by a special assessment at a meeting of the Board, subject to approval by the Membership, provided the Board has been advised of such proposal ten(10) days prior to said meeting

Section 3:

Annual dues shall be payable on January 1st of each year. Annual dues may be prorated for persons, firms or corporations joining after January 1.

Section 4:

In the event that any Member shall fail to pay within 60 days any sums due the Association their name may be posted as delinquent. A list of delinquents may be read at any general or special meeting. Any Member may be expelled for delinquency upon a majority vote of the Board. Any Member thus expelled will not be entitled to services of the Association and any organizations hired by the Association will be instructed to delete the expelled Member from their list of members. A Member thus expelled may be reinstated by a majority vote of the Board upon said member making payment of the amount unpaid.

Section 5:

The resignation of a Member shall not relieve them from payment of accrued dues or assessments.

ARTICLE VI: Meetings

Section 1:

The membership meetings of this Association will be held the second Tuesday of each month. The meeting day may change based upon holidays and availability of speakers. The President will designate the place and time.

Section 2:

The President may invite to speak at any meeting persons whose presence, may be beneficial or interesting to the membership.

Section 3:

Special membership meetings of the Association shall be held upon the call of the President, or any three members of the Board, setting forth the purpose for which such meeting is called. The President shall also call special meetings within ten (10) days after receipt of a written request for such meeting, signed by five (5) Members and stating the purpose thereof. All notices of special meetings shall state the purpose for which such meetings are called and no business shall be transacted at such meeting except that specified in the request.

ARTICLE VII: Officers and Board of Directors

Section 1:

(a) The Officers of the Association shall consist of a President, a Vice President, a Treasurer and a Secretary; all of who shall be elected by the Association and shall hold office for one year or until their respective successors are elected and qualify to take office.

(b) A President, upon retiring, automatically becomes a member of the Board of Directors and shall hold office until the current President retires or a minimum of 3 years.

(c) No two or more individuals employed by the same Member firm shall be elected or serve for concurrent terms as officers and/or as members of the Board, other than Senior Counselors. If special circumstances arise where no alternative is available then this may be permitted by majority vote of the members.

(d) All Officers and Board of Directors of the Association must be regular members, have a physical place of business, and a residence within the Greater Atlanta Metropolitan Area.

Section 2:

The Board of Directors shall consist of the Officers named in Article VII, Section 1(a) and (b) above if applicable. The Board shall have general charge and control of the affairs of the Association. They are empowered to approve all major expenses, subject to the approval of the membership, and to employ counsel whenever necessary in the best interests of the Association. Three (3) members of the Board shall constitute a quorum.

ARTICLE VIII: Elections

Section 1:

The Officers referred to in Article VII, Sections 1(a) and (b) shall be elected at the regularly scheduled July meeting or any adjournment thereof, as provided herein

Section 2:

Election shall be by majority vote; eligible Members may vote by written proxy.

Section 3:

The Nominating committee shall be comprised of a minimum of three (3) past Presidents.

Section 4:

The Nominating committee shall nominate Officers of the Association at the regularly scheduled June meeting. The Secretary shall send via email to each Member of the Association a copy of the report of

the Nominating committee at least fifteen (15) days prior to the July meeting.

Section 5:

At least fifteen(15) days prior to the July meeting, any five(5) Members may present for consideration at the July meeting a list of candidates for election as officers, provided that each of the five(5) members shall subscribe their name to each list.

Section 6:

A vacancy in any office, or on the Board may be filled for the remaining time by a majority vote of the members of the Board.

ARTICLE IX: Duties of the Officers

Section 1:

(a) The President shall preside at all meetings of the Association and of the Board and shall perform the duties and exercise the authority usually pertaining to this office; including appointment of all committees, and shall cast the deciding vote in case of a tie.

(b) During the Presidents absence, such duties shall fall upon the Vice President.

Section 2:

(a) The Secretary shall keep a list of all members of the Association and their addresses. The Secretary shall keep a record of all meetings with the name of Members and guests present at regular and special meetings of the Association as well as meetings of the Board of Directors. The Secretary will maintain all records of the Association, including copies of the minutes of such meetings, except as provided for in Section 3 of this Article.

(b) The Secretary shall assist the President in compiling lists of such committees as the President shall appoint. They shall arrange meetings of the committees as well as meetings of the Board of Directors.

Section 3:

The Treasurer shall be responsible for billing and collecting dues and keeping the financial records of the Association. The Treasurer shall keep an account of all dues and assessments or other monies received by the Treasurer and payment of bills. The Treasurer shall make a financial report at scheduled Board meetings and at such other meetings as the President shall request. The Treasurer shall perform all other duties usually pertaining to this office.

ARTICLE X: Association Business

Section 1:

The presence of 10% of Members, in person or by proxy, shall constitute a quorum at any regular or special meeting of the Association.

Section 2:

The regular order of business shall be as follows:

- a) Roll call of members (written or verbal)

- b) Approval of minutes of previous meeting
- c) Report of Officers
- d) Report of Committees
- e) Unfinished business
- f) New business
- g) Adjournment

ARTICLE XI: Committees

Section 1:

The principle standing committees, which shall act on all matters pertaining to the special functions as indicated by name, are as follows:

- a) Customs Committee (Inbound/Outbound)
- b) Terminals Committee
- c) Planning Committee
- d) Membership Committee
- e) IT Committee

Section 2:

The principle standing committees shall be organized as follows:

- 1.) A Chairperson shall be appointed by the President, subject to confirmation by the Board
- 2.) Each committee shall consist of a minimum of three (3) Members unless otherwise approved by the President.
- 3.) The Board and/or the Chairperson of the committee can appoint the balance of the committee members.

ARTICLE XII: Amendments

Section 1:

When not inconsistent with these Bylaws, Robert's Rules of Order shall govern all meetings of the Association.

Section 2:

These Bylaws may be amended or revised at any regular or special meeting of the Association, upon a majority vote of the Members present or represented by written proxy, but such amendment shall not be considered unless written notice of the same shall have been submitted to all Members at least fifteen (15) days prior to the vote.

ARTICLE XIII: Ethics

The conduct of Members shall be such as to comply with the rules of conduct for Customs Brokers and International Freight Forwarders as set forth in regulations issued by any governmental agency.

ARTICLE XIV: Application of Funds

Section 1:

The Association may from time to time, upon approval by the Board, reimburse to the President or any other authorized representative of the Association, such expenses that may have been incurred on behalf of the Association, including travel expenses and convention dues.

Section 2:

Reimbursement of expenses shall be authorized after submission of a completed expense report with all relevant receipts attached therewith. A current expense report can be obtained from the Secretary.

Section 3:

The Board can, at such time as appropriate, send flowers to Members, Affiliate members and their immediate family with a maximum value of \$65.00. The Board has discretion to determine definition of “immediate family”. The following circumstances must apply:

- a) A “life-threatening” occurrence
- b) A “life-altering” occurrence
- c) Non-elective surgery
- d) Death

ARTICLE XV: Guidelines for Community Assistance

All requests for assistance from Members/Affiliate members must adhere to the below guidelines in order for the Association to provide distribution of the information.

- 1) A “***sponsor***” must be established (this can be an individual or corporate entity).
- 2) Sponsor will secure, ***in writing***, authorization from the individual or family member(s) to release any health/medical/personal details to the Members/general public and provide to the AIFBA prior to distribution of the request.
- 3) Sponsor will provide, ***in writing***, details to release to the Members/general public.
- 4) The following details are to be provided by the Sponsor:
 - a) Sponsors full name (individual or corporation)
 - b) Contact name (if corporate sponsor)
 - c) Sponsor / Contact email address
 - d) Sponsor / Contact phone number
 - e) Details of request (I.E. What are you requesting – volunteers, money donations, purchases, etc)
 - f) Length of event / donation acceptance / volunteering needs
- 5) The Sponsor becomes the primary point of contact for communications from the Members/general public.

Upon receipt of complete details as listed above, the AIFBA will provide distribution of ***information only*** as submitted by the Sponsor. Any correspondence or questions from the Members/general public will be directed to the Sponsor.