

TENNESSEE TRANSPORTATION SALES ALLIANCE
CONSTITUTION AND BY-LAWS

ARTICLE I
Name

The name of this organization shall be the Tennessee Transportation Sales Alliance (TTSA).

ARTICLE II
Objectives and Purposes

- Section 1 It shall be the objective and purpose of this organization to promote cooperative efforts and professional interaction of transportation sales professionals as they meet and share leads and contacts through:
- a. Conduct, promote, and sponsor other activities and programs necessary to foster and accomplish the foregoing objectives and purposes of the TTSA.
 - b. Conduct educational meetings and technical meetings where both formal and informal exchanges of information, experiences and opinions may take place.
 - c. Establish and maintain positive relationships and support with other sales professionals.
 - d. Establish and maintain programs that will instill pride and professionalism in transportation sales.
 - e. Promote and support full cooperation between companies, vendors, suppliers, specialists and other professionals who provide services/products and are engaged in the areas which are the focus of the TTSA.

ARTICLE III
Organization and Membership

- Section 1 The organization shall be statewide in scope.
- Section 2 The organization shall have chapters with no more than one (1) chapter in any given city or metropolitan area of the state.
- Section 3 The Nashville Chapter will be known as the Charter Chapter.
- Section 3 Each Chapter of the TTSA shall adopt these by-laws.

Section 4 Membership in the TTSA shall be open to sales professionals of companies who provide products and/or services to the transportation industry located within the territory of the State of Tennessee.

Section 5 Membership as provided in Section 4 shall be in three classes as follows:

- a. Class I Active: shall be any person whose responsibilities include oversight or management in those areas of operation set forth in Article II, Section 1.
- b. Class II Active: any member of a company or organization or other person closely affiliated with the trucking industry and that have an interest and/or experience or expertise in assisting and working with the TTSA in accomplishing its goals and objectives.
- c. Class III: Honorary Members –
There are many educational members that are both part of a state institution and not that provide training for drivers and safety classes. These organizations must sell program to students and trucking companies. They should not be left in an honorary role. We come together to create referral business. It is recommended they should be allowed to hold office and vote. As you indicated, we are not an agent of the TTA.
- d. Membership - secretary shall remind the member who has missed 2 meetings that a third results in termination unless there is extenuating circumstances that the members shall be made aware. If is the secretary that has been absent without adequate cause, then the Vice Chair will notify the secretary and copy the Chairman.

ARTICLE IV

Officers

Section 1 The officers of the TTSA shall be: Chairman, Vice Chairman, and Secretary. All elected positions shall be for a period of one year.

Add position of treasurer.

Treasurer will be responsible for collections of any funds raised for operations, charities, or programs deemed desired by TTSA members. Payments shall be made in accordance to invoices received. All payments over \$100 shall be co-signed by Chairman. Treasurer may serve for up to two consecutive terms before relinquishing post and shall keep the finance books in proper working order.

, Section 1 the officers of the TTSA shall be: Chairman, Vice Chairman, Secretary, and Treasurer. If there is no need at the time of initial election, the position will be held for future use. All elected positions shall be for a period of one year. If it is deemed that the current set of officers be held in their current positions due to requests by the membership and if acceptable by the officers, then it may be voted upon to retain the current officers. However, they may serve no more than two consecutive terms. If any officer decides they are not in a position to continue the term than they may notify the nominating committee which will seek candidates to fulfill the post.

Section 2 Elected officers will rotate to the next higher office each year.
Section 2 Elected officers may choose to rotate upon acceptance by the members or they may choose to allow another to fulfill the post. Elected officers of the TTSA shall be elected in the Fourth quarter of the calendar year and will take their office on January 1 of the New Year. See vacancy of elected officer if officer leaves before term.

Election of Officers

Section 3 Elected officers of the TTSA shall be elected in the Fourth Quarter of the calendar year and assume office on January 1 of each year.

Responsibilities and Duties

Section 4 Chairman – responsible for providing leadership over all TTSA activities, assuring close liaison between committees and membership to insure the goals and programs of the TTSA are properly coordinated and defined.

Vice Chairman – serve as an alternate to the Chairman and be responsibility of heading the membership committee and qualifying recommendations and verifying acceptance before a perspective member is invited. Potential members will be allowed to visit the organization to judge if there is a fit with the goals.

Secretary – will be responsible to chair the By-laws , meeting minutes, distribution of all minutes, attendance tracking.

Section 5 Vacancy of elected officers of the TTSA shall be as follows:

- a. Chairman: The Vice Chairman will assume the role should the office of Chairman become vacant for any reason.
- b. Vice Chairman: should the office of Vice Chairman become vacant for any reason, the Chairman may appoint a vice chairman to serve the remaining term if said vacancy occurs after June 30 with the concurrence of the membership. If the position becomes vacant prior to June 30, then the

membership and Chairman may decide to choose a replacement by secret ballot. Members may nominate anyone that is willing to accept the position and if there is more than one, they will be voted upon by secret ballot at the next regular meeting.

- c. Secretary: Should the office of Secretary become vacant for any reason, then the Chairman may appoint an interim as in the case of the Vice Chairman or if prior to June 30th, then the membership may decide to choose the replacement by vote as in the case of the Vice Chairman.
- d. Vacancies in a local chapter will be filled at the discretion of the local Chapter and may be appointed in accordance with the state offices or elected locally.
- e. Any office of the TTSA shall be considered vacant if the person holding such office no longer meets the membership requirements of these by-laws or resigns for any reason.
- f. Any office of the TTSA shall be considered vacant if the person holding such office no longer meets the membership requirements of the by-laws as determined by the Membership committee or resigns for any reason. The officer may appeal to the membership should they dispute the Membership Committee recommendations.

ARTICLE V

Meetings

Section 1 There shall be at least one meeting held each year between January 1 and December 31.

Section 2 In addition to the annual meeting, there shall be scheduled meetings as determined by the officers and leadership. A schedule of planned meetings will be published in advance and for each such meeting the information provided to all members shall include:

- a. The date/time and location of the meeting;
- b. A published notice of the meeting at least fifteen days prior to the meeting by the officers; and
- c. The topic, program and/or speaker for the meeting.

In addition, an attendance record and minutes of the meetings will be kept by the Secretary for reference.

Section 3 All expenses related to TTSA shall be the responsibility of the members.

Section 4 There shall be no alcoholic beverages served or consumed during any TTSA meeting.

ARTICLE VI

Voting

Section 1 All representatives of TTSA present at any regular or called meeting who meet the requirements of membership under Article III, Sections 4 and 5, shall be eligible to vote.

All representatives of TTSA present at any regular or called meeting who meet the requirements of membership under Article III, Sections 4 and 5, shall be eligible to vote on any matters brought before the representatives by the officers or from the floor.

ARTICLE VII

Finances

Section 1 Each active, local chapter shall have a separate budget for local activities of that chapter. If funds are collected in any manner, than a treasurer will be established to properly conduct and be accountable for any funds. A non-profit club account will be established at a local financial institution for said purpose. The Treasurer will be nominated by the Nominating Committee and approved at the local chapter level. Each chapter will be responsible for the management of said funds in a proper ethical manner.

Section 2 The preliminary budget shall be prepared and approved by the local chapter by October 15 for the approval of the TTSA and then submitted for vote for inclusion in the TTSA budget.

Section 3 Proposed expenditures from the local chapter's budget must be approved by a vote of the local chapter. Proposed budgetary expenditures shall then be presented for vote of approval by the Charter Chapter.

Section 4 Proposed budgetary expenditures shall be presented to TTSA for payment by the local TTSA leadership for approval.

Section 5 Each TTSA member will be responsible for his/her expenses.

Section 6 Each member shall be allowed and encouraged to bring guests and prospective members to meetings; however, guests will be responsible for their own expenses unless the inviting member assumes responsibility.

Section 7 The TTSA Chairman shall be empowered to approve the invitation of special guests at no charge to them.

ARTICLE VIII Committees and Duties

Section 1 The following committees shall be established annually:

- a. Program Committee – appointed by the Chairman, shall prepare the program for the regular meetings.
 - b. Nominating Committee – Shall be established by the chairman at the start of the New Year. It shall consist of at least 3 non-officer members of the local chapter for the purpose of assisting with replacements of any officer that is unable to fulfill their duties prior to June 30th and to assist with normal officer replacement in the fourth quarter.
1. Selecting Nominees
The responsibility of the nominating committee is to select the best-qualified, available person for each office. Submitting more than one nominee for an office would be unusual. If the committee should select two names for the same office, each nominee for that particular office must be advised and informed of the name of the other nominee.
 2. Contacting Nominees
It is the nominating committee chairman's responsibility to contact each nominee, but any committee member may be asked to make the contact and report to the chairman. It is not advisable to talk a reluctant individual into accepting a nomination. Consent of each nominee should be obtained, while the committee is in session, in order to place the name in nomination. If consent cannot be obtained during the meeting, the chairman will inform the committee members of the results of contacts made outside of the committee meetings. Nominees should be given a clear indication of the responsibilities of the office and how much time may be involved.
 3. Ballot Vote: When there are two or more nominees for an office, the election is held by ballot. To verify eligibility to vote, the membership list must be checked before ballots are distributed. The secretary has the official membership list. If a membership list is not available, all present will be allowed to vote if they meet the membership criteria. If it is known prior to the election meeting that there will be two or more nominees for any office, ballots may be distributed at a registration table as members arrive for the meeting and sign-in. The president appoints a tellers committee, including a chairman and at least two (2) tellers, whose duties are to distribute, collect, and count the ballots. Ballots may also be collected in a ballot box. The president requests all members eligible to vote to

rise and be counted. This count will determine the number of ballots to be tallied. A nominee for an office cannot be involved in the election procedure as a teller who collects ballots and counts votes. Blank ballots are not counted.

- c. Special Committees shall be appointed as necessary and may include but not be limited to:
 1. Education and Training committee
 2. Program/Speakers committee
 3. Membership committee Membership Committee – it shall be the role of the membership committee to review anyone recommended for visitation or to join. If an area is not filled and someone is invited, other members shall be given an opportunity to recommend someone in a similar business line so long as there are no conflicts of interest with other members. This committee shall be headed by the Vice-chair and will have at least 2 at-large members who will be nominated from general membership to assist in the determination or vetting process. If more than one similar business is introduced, it will be the committee’s responsibility to review and recommend for acceptance.
 4. By-Laws committee By-laws committee shall be chaired by the Secretary with at least 2 regular members to assist in the review and changes of the By-laws as they are recommended. They will be prepared in accordance with Roberts Rules of Order and presented to the membership at the next regular meeting. The Secretary will update each member by at least one week prior to the normal meeting so that they may be prepared to vote on adoption or recommend any changes they feel will be in the best interests of the membership

ARTICLE IX

Disposition of Standards, Codes or Other Studies

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| Section 1 | There shall be one Charter Chapter. |
| Section 2 | The Charter Chapter shall serve as the State chapter. |
| Section 3 | The Charter Chapter shall be located in Nashville, Tennessee. |
| Section 4 | All future chapters are subject to approval by the Charter Chapter. |
| Section 5 | All future area chapters are subject to the following standards: <ol style="list-style-type: none">a. Future area chapters shall abide by Charter by-laws.b. Future area chapters shall elect officers consistent with Charter by-laws. |

- c. Officers of future area chapters shall be Chairman, Vice Chairman, Secretary and where deemed necessary, Treasurer.
- d. Duties of the future area chapter officers shall be consistent with the Charter by-laws.
- e. Future area Chapter Chairman shall appoint committees to coordinate area chapter meetings and activities.
- f. Future area chapters shall hold a minimum of four (4) meetings per year.
- g. Future area chapter members shall automatically become members of the Charter Chapter.

ARTICLE X
Quorum

Section 1 The members present at any regular or special meeting called to order after proper notice shall constitute a quorum.

ARTICLE XI
Rules of Order

Section 1 In all matters not covered herein, Roberts Rules of Order, revised shall govern the proceedings.

ARTICLE XII
Amendments

Section 1 Proposed amendments to these by-laws must be submitted to the TTSA Charter leadership for review before submitting to the membership for a vote.

Section 2 Proposed amendments must be communicated to the local membership at any regular business meeting with at least a week notice and may be voted upon at that time.

Section 3 Proposed amendments shall be in the regular order of business and may be adopted by two-thirds (2/3) majority of the members present and voting.

Section 4 Any provision of these by-laws which materially conflict with the TTSA Charter by-laws will be changed to conform to the TTSA provisions, the specific language changes to be approved by the TTSA Charter leadership.