Missouri Trucking Association

Council of Safety Supervisors

Founded: 1937

Constitution and Bylaws

Revised and adopted: July 16, 2020

**Article I: Name**

Section 1. The name of the organization shall be the Missouri Trucking Association’s Council of Safety Supervisors.

Section 2. Hereinafter, the Council of Safety Supervisors will be referred to as Council, and the Missouri Trucking Association will be referred to as Association.

**Article II: Purpose**

Section 1. The purpose of the Council is to promote cooperative efforts for increased safety, efficiency, and economy in all phases of highway transportation by commercial vehicles.

Section 2. In fulfilling its purpose, the Council shall have the following objectives:

1. Interchange of ideas and information;
2. Meetings for discussion;
3. Committee research;
4. Development and promotion of safety programs and personnel standards;
5. Liaison with the US Department of Transportation and other governmental agencies responsible for safety in this area; and
6. Other cooperative undertakings.

**Article III: Membership**

Section 1. Membership in the Council is open to those companies that are members of the Association in good standing.

Member companies can appoint as many company representatives to the Council as they desire. Company representatives must be current employees of the member company.

Member companies and their representatives are permitted to attend Council meetings and events at the pleasure of the Council and Association.

Section 2. Membership is transferable.

Section 3. Each member company of the Council is allowed one vote.

Section 4. The Association has the right to appoint members to the Council as it sees fit.

Section 5. A non-paying, associate membership may be extended to an individual by the Council. This associate member will enjoy all Council privileges except voting privileges.

**Article IV: Organization**

Section 1. The Council is authorized by the bylaws of the Association for the purpose of carrying out the objectives of the Association. It shall operate in accordance with the Association bylaws.

Section 2. The Council shall be non-sectarian and non-political in every respect.

Section 3. Each major objective, as listed in Article 2, Section 2 of the bylaws, shall be under the supervision of either a Council officer or an Appointed Committee Chairperson. Committee chairs, and all members of the committee, are appointed by the Council Chairperson subject to approval by the Council Officers.

Section 4. The Council activity year shall be from July 1 through June 30.

**Article V: Officers**

Section 1. The Council Officers shall consist of the Elected Officers and the Secretary/Treasurer. Officers shall be elected by the members of the Council except for the Secretary/Treasurer. The Secretary/Treasurer shall be a staff member of the Association appointed by the President of the Association.

Section 2. Elected officers of the Council shall be:

a. Chairperson

b. Vice-Chairperson

c. Second Vice-Chairperson

d. Third Vice-Chairperson

Section 3. Each elected Council officer shall be a company representative to the Council at least one year prior to taking office.

Section 4. Council Officers shall be responsible for the operation and management of the Council.

Section 5. A simple majority of the Council Officers present at a duly authorized called special meeting shall constitute a quorum.

Section 6. The Chairperson shall:

a. Preside at regular and special meeting of the membership;

b. Represent the Council at meetings of other organizations where official representation of the Council is desirable;

c. Provide leadership for programs and activities for the Council during the term of office;

d. Appoint such permanent and temporary committees as the Council shall deem advisable; and

e. Succeed to the office of Past-Chairperson at the end of his/her term, without election.

Section 7. The Vice Chairperson shall:

a. Assume responsibilities for the work of Committees as assigned by the Chairperson;

b. Oversee special events;

c. Serve as a coordinator for the development of safety programs and personnel standards resources; and

c. Succeed to the office of Chairperson and carry out its duties if the Chairperson is unable to serve.

Section 8. The Second Vice-Chairperson shall:

a. Support and assist the Chairperson and Vice-Chairperson as needed;

b. Provide direction for fundraising;

c. Promote and market the Council; and

d. Succeed to the office of Vice-Chairperson and carry out its duties if the Vice-Chairperson is unable to serve.

Section 9. The Third Vice-Chairperson shall:

a. Assist the Chairperson and Vice-Chairperson as needed;

b. Serve as the liaison to the US Department of Transportation and other governmental agencies responsible for safety in this area and ensure there is a report at each meeting of the Council on regulatory affairs activities; and

c. Succeed to the office of Second Vice-Chairperson and carry out its duties if the Second Vice-Chairperson is unable to serve.

Section 10. The Secretary/Treasurer shall:

a. Maintain all Council records including financial records and correspondence;

b. Notify Council members of meetings;

c. Record and distribute minutes of the Council meetings and Council Officers meetings;

d. Manage Council funds in a depository approved by the Council Officers or with the Association;

e. Supervise the receipt and disbursement of funds as directed by the Council Officers;

f. Provide an accounting to the Council for the special activities and events such as:

 1. Truck Driving Championships;

 2. Annual Safety Conference and Banquet;

 3. Other sponsored events held jointly with the Association.

g. As a Council established by the Bylaws of the Association and the Board of Directors, it is understood that all expenses of the Association will not be provided for each of these accountings and that the final allocations for the Council shall be done in accordance with direction of the Association Board of Directors; and

h. Be responsible for the publication of all transactions of the Council and will use the membership fee for all expenses of such transactions.

**Article VI: Nomination and Election of Officers**

Section 1. A Nominating and Elections Committee for new officers shall consist of the current Chairperson and a minimum of two past Chairpersons. In the event the Chairperson or past Chairpersons cannot serve on the committee, the Association will select from qualified member company representatives of the Council.

Section 2. The Nominating and Elections Committee shall select qualified candidates for all elected offices. Candidates’ names and qualifications shall be published and distributed to the Council membership at least 15 days in advance of the election.

Section 3. Council members may submit a signed petition nominating an individual for elected office. The petition will require 25 signatures of Council members to be valid. The petition shall be accompanied by a written acceptance by the nominee(s) and shall be submitted to the Chairperson 10 days in advance of the election. The names of such nominees shall be published and distributed to the membership at least 7 days prior to the election.

Section 4. The term of elected Council Officers shall be July 1 to June 30 of each year.

Persons elected to a position shall not exceed terms of more than 2 years to the same office in successive years.

The Chairperson will automatically succeed to Past-Chairperson, unless re-elected, in which case the Past-Chairperson’s term is renewed.

These term limits will be held firm unless there are extraordinary circumstances requiring it, as established by the Council Officers, in instruction to the Nominating and Elections Committee.

Section 5. Election of officers for the ensuing year shall be held at the April meeting where a quorum is in attendance. If there is more than one candidate for any office, election shall be by secret ballot (written or electronic). If there is only one candidate for an office, election may be by voice vote.

Section 6. In the event a quorum is not present at the meeting, a special mail or electronic ballot will be sent to the Council members and a return of at least 15% of the Council membership is required. The ballot process should take less than 30 days with at least 15 days as a minimal period for response from the members and shall provide for an anonymous voter response.

**Article VII: Removal and Vacancies of Elected Officers**

Section 1. Removal of a Council officer shall be by a 2/3 vote of the Council Officers at any regular or special Council Officers meeting at which a quorum of the Council Officers is present or by Council members at any regular or special meeting at which a quorum of the Council is present.

 In extenuating circumstances, the highest officer present or Secretary/Treasurer, can temporarily relieve an officer of their responsibilities pending Council vote of removal from their office.

Grounds for removal from office can include, but are not limited to, dereliction of duty, inappropriate behavior, or public drunkenness.

Upon presentation of a signed petition from 25 voting members of the Council, the Council Officers shall be obligated to review the validity of the petition and investigate the circumstances.

Section 2. Vacancies in elected Council offices shall be filled by the succession designated in the various officer descriptions. If the designated successor declines to accept the position, the position shall be filled in the way designated below.

a. For Vice-Chairperson, Second Vice-Chairperson and Third Vice-Chairperson positions, the Chairperson shall appoint, with the approval of the remaining Council Officers, an eligible member representative (see Article V, section 3) to fill the unexpired term of office, giving special consideration to the current committee chairpersons and experienced Council leaders who have recently completed their terms of office.

b. For Chairperson, the immediate Past-Chairperson shall fill the position. Should the immediate Past-Chairperson decline the position, a former Past-Chairperson will be selected by the remaining Council Officers to fill the position.

Section 3. Inability to serve: If after the election, but prior to taking office, an officer is unable to serve for any reason, the vacancy shall be filled in the manner set forth in this Article.

**Article VIII: Dues**

Section 1. Each member company shall be assessed annual Council dues as determined by Council members, in addition to Association dues.

Section 2. Council dues shall be determined by vote of the Council membership at any regular or special meeting where a quorum is present. All Council members shall be notified at least 30 days in advance regarding dues proposals.

Section 3. Dues shall be no less than $50.00 per company annually.

Section 4. Dues are payable no later than February 1 to the Secretary/Treasurer.

Section 5. Special activities such as the annual Truck Driving Championships etc. may be supported through voluntary contributions, donations, and banquet dinners.

**Article IX: Meetings**

Section 1. The Council shall convene monthly (12 meetings) in a location that offers easy access to most of the members attending.

The Chairperson shall have the authority to designate the location of a meeting.

An event sponsored by the Council or Association shall replace a regular monthly meeting.

The Chairperson shall have the authority to call other meetings or cancel meetings as they deem advisable.

The Chairperson shall have the authority to hold a virtual meeting in place of a physical meeting. A virtual meeting shall be a meeting having both an audio and visual component.

Section 2. Special meetings of members may be called by the Chairperson or Council Officers. The notice calling such a meeting shall state the purpose of the meeting; such notice shall be sent to each member at least two weeks in advance.

Section 3. 15% of Council members and at least one elected officer of the Council Officers present at a meeting shall constitute a quorum at any regular or special meeting. A member must have both audio and visual means to be part of the quorum and vote.

Section 4. Virtual attendance at meetings for Council members is allowed. Virtual attendance can be by only audio or by audio and visual means.

Section 5. A Company Representative who participates in 50% of Council meetings or events a year is eligible to be recognized by the Council for their participation at the Council’s discretion.

Section 6. The latest edition of Robert’s Rules of Order Newly Revised shall govern the transaction of business at all meetings of the Council unless otherwise provided by these Bylaws.

Section 7. Council Officers meetings will be conducted as necessary to manage the council.

**Article X: Miscellaneous**

Section 1. The Association Board of Directors may dissolve the Council at their discretion.

Section 2. Appointed Committee Chairpersons and Committee members may be removed for cause by any of the Council Officers, as necessary.

**Article XI: Amendments**

Section 1. Amendments to these Bylaws may be proposed by the Council Officers or by 25% Council members. Amendments proposed by the latter shall be presented to the Council Officers.

Section 2. The Council Officers shall publish any proposed amendments to the membership at least 30 days in advance of the meeting at which action will be taken.

Section 3. Amendments shall be voted on at a regular or special Council meeting at which action will be taken if a quorum is present. A 2/3 affirmative vote is required for approval.

Section 4. All amendments to these Bylaws will become effective immediately after approval by the Council membership.