MISSOURI TRUCKING ASSOCIATION

TECHNOLOGY AND MAINTENANCE COUNCIL

CONSTITUTION AND BYLAWS

ARTICLE I

NAME

By resolution of the Missouri Trucking Association's (MoTA) Board of Directors, a council is hereby created for the collective benefit of individuals employed by companies that are members in good standing to the MoTA. This council shall be named the Missouri Technology and Maintenance Council (MoTMC).

ARTICLE II

PURPOSE

The purpose of MoTMC is to promote cooperative efforts among member companies of MoTA to increase improvements in safety, efficiency and operation of transport equipment, its maintenance and maintenance management in order to benefit the member companies in the motor carrier industry, the member companies of MoTA, the motor carrier industry and motoring public through:

A. Sponsoring regular meetings and other activities which aid the efficiency of maintenance operations of member companies.

B. Conduct educational and technical meetings where both formal and informal exchange of information, experiences and opinions may take place.

C. Publish and disseminate educational and technical information in appropriate formats.

D. Establish and maintain positive working relationships and support maintenance training facilities to insure an adequate workforce of trained and qualified maintenance professionals.

E. Establish and maintain programs that will instill pride and professionalism in the motor carrier maintenance operations through continuing education and recognition.

F. Establish and maintain cooperative relationships with regulatory agencies, the associations and individuals who share the goals and objectives of MoTA and MoTMC.

G. Promote and support full cooperation between designers, manufacturers and suppliers of transport equipment, components, and services and those who specify, purchase and manage such equipment.

ARTICLE III

Council Membership

Section #1. MoTMC membership will be a corporate membership of MoTA members.

A. Fleet maintenance personnel employed by motor carrier members of the Missouri Trucking Association in good standing;

B. members of the Missouri Trucking Association, in good standing, who manufacture or sell supplies, provide services, providing education or equipment to the motor carrier industry;

C. representatives from federal, state or local government agencies having oversight of motor carrier maintenance and safety.

Section #2. Each company will designate one representative to be the main contact for the member and that member will be the designee for voting in matters before the MoTMC.

ARTICLE V

Dues and Finances

Section #1. To participate in the MoTMC member companies must be in good standing with MoTA. Invoices for membership in the MoTMC shall be sent in January of each year to the company representative named as the main contact for membership in MoTMC.

Section #2. Dues to participate in MoTMC shall be a corporate membership and payable with initial application and annually in the amount of $50.

Section #3. MoTA shall assume responsibility for and authority over all finances of the MoTMC. MoTA shall make available on request any information regarding financial affairs of the MoTMC. Expenses of the MoTMC may not be authorized unless approved by the officers of the MoTMC.

Section #4. All funds including dues shall be credited to a MoTMC account and used to pay expenditures incurred by the MoTMC.

ARTICLE VI

OFFICERS

Section #1. The officers of the council shall be elected by a majority vote of the membership in attendance at the first called meeting of the MoTMC. Subsequent to the first election of officers, officers shall be elected by the majority of the members present at the annual meeting of the MoTAMTC. The officers shall consist of:

(A) Chairman

(B) Vice Chairman

(C) Secretary/Treasurer

Section #2. Duties of Officers:

Chairman: The Chairman shall preside over meetings and assist staff liaison in selecting speakers for meetings. The Chairman shall coordinate activities of the MoTMC.

Vice Chairman: The Vice Chairman shall preside over meetings in the event the Chairman is absent and shall assist in all activities relating to the MoTMC as may be designated by the Chairman.

Secretary/Treasurer: The Secretary/Treasurer shall provide the council, by report, an accounting of all income/disbursements made for, or on behalf of, the council at each council meeting and provide a reading of the minutes, for approval by the council, of the previous council meeting.

The officers of MoTMC and staff liaison shall meet by a medium of their choice to discuss meeting plans and programs recommended to be presented to the Council.

Section #3. Term of Office:

Officers shall assume responsibility following election and shall remain in office for a period of one year until the next annual meeting of the MoTMC when new officers shall be elected. The Secretary/Treasurer may be re-elected to serve successive terms.

Section #4. Nominating committee:

The Chairman shall appoint a nominating committee at least two months in advance of the MoTMC annual meeting. The committee shall consist of the two most recent chairmen and the current chairman. The MoTA staff liaison shall provide the nominating committee with a list of former chairmen to aid in the committee selection. The nominating committee shall present a slate of officers at the meeting immediate to the MoTMC annual meeting. Additional nominations may be made from the floor at this meeting.

Section #5. Vacancies:

If the Chairman office becomes vacant, the Vice Chairman shall assume the Chairman's office and a special election held to fill the Vice Chairman's office. If the Secretary/Treasurer's office becomes vacant, the Chairman shall appoint a Secretary/Treasurer to serve for the remainder of the annual term at the next regular meeting of MoTMC.

WW

ARTICLE VII

MEETINGS

Section #1. The MoTMC shall schedule a meeting of the council every other month unless another function is scheduled during a month when a meeting is already scheduled.

Section #2. The time and place of the meeting shall be announced to all members by the first of the month.

Section #3. Special meetings may also be held at other times, dates and places on call of the officers of the council.

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

ARTICLE VIII

COMMITTEES

The Chairman shall appoint committees as may be deemed necessary for programs, achievements or standards, nominations, and other purposes.

ARTICLE IX

QUORUM

30% percent of the members of MoTMC, in good standing, present at any regular or special meeting, called to order, after proper notice via the medium of the majority of the membership within 10 days prior to the meeting shall constitute a quorum.

ARTICLE X

RULES OF ORDER

In all matters not covered heron, Roberts Rules of Order, as may be periodically revised, shall govern the proceedings.

ARTICLE XI

AMENDMENTS TO BYLAWS

Section #1. This Constitution and BYLAWS may hereafter be repealed, altered or amended by a 2/3 vote of the membership and only after members have received written notice of any such amendment before voting. The MoTA Board of Directors must ratify all amendments for inclusion in the BYLAWS. Amendments shall become effective on the date they are ratified by a majority vote of the MoTA Board of Directors.

Section #2. Proposed amendments shall be filled with the Secretary/Treasurer no fewer than 30 days preceding a meeting the MoTMC.

Section #3. Proposed amendments will be communicated to the membership no fewer than (7) seven days preceding the meeting at which they are presented for council action.

Section #4. The Constitution and BYLAWS of the MoTMC shall be dated and signed by the Chairman of the MoTA and MoTMC as of the date they are submitted for ratification by the MoTMC before becoming effective.

ARTICLE XII

ANTITRUST CONSIDERATIONS

The MoTMC shall conform to all federal and state regulations that are applicable to antitrust laws and shall not enter into activities that would violate such laws as they relate to freight pricing or such other activities that would pose such violations.

ARTICLE VIII

CERTIFICATION

This Constitution and BYLAWS of the Missouri Trucking Association's Technology and Maintenance Council were approved for ratification by the Missouri Trucking Association's Board of Directors and its Technology and Maintenance Council on the Day of. , 2012.

CHAIRMAN. CHAIRMAN,

MISSOURI TRUCKING ASSOCIATION MoTA's MAINTENANCE AND TECHNOLOGY COUNCIL