



BYLAWS

of the

American Logistics Association

Approved October 20, 2010

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ARTICLE I – Name and Location

The name of the Association is the American Logistics Association (hereinafter called the “Association”). The Association’s headquarters and principal office will be in the Greater Washington DC Area.

ARTICLE II – Purpose and Objectives

Section 2.1: Purpose. The Association is organized in accordance with Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, for the purpose of promoting the activities, interests and objectives of companies and individuals actively engaged in the manufacture, sale and/or distribution of products and services to agencies of the United States Government, such as the Department of Defense and those other federal agencies and departments active in the procurement or sale of such products and services as are sold in, or made available through, resale outlets, MWR / Services, or similar activities.

Section 2.2: Objectives. The association shall pursue the following objectives:

- (a) To promote the efficiency of the military resale and MWR benefits supporting the United States military community and their families and to preserve the spirit of mutual understanding and cooperation between the activities providing these benefits and the businesses that support this business channel.
- (b) To support professional education, training and skills development to enhance performance of the military resale and MWR communities;
- (c) To foster and enhance communication between all constituencies of the association;
- (d) To provide timely communications to keep all constituents in tune with market conditions; and,
- (e) To provide such meetings as necessary to achieve association goals.

ARTICLE III - Membership

Section 3.1: Membership Classifications. Within the Association, there shall be the following membership classifications: Industry and Individual Members, and Honorary Members.

Section 3.2: Industry Members. Industry membership shall be open to those entities, natural or legal, actively engaged in providing support through the delivery of products and services to agencies of the United States Government. Each entity admitted to the Association shall be entitled to nominate up to four (4) persons as members. Entities may add additional members at fees determined by the Board. However, only one representative of each entity is entitled to vote on issues requiring membership affirmation. Membership shall reside with the entity and not the individuals appointed by the entity or its representatives.

Section 3.3: Honorary and Life Members. The Board of Directors may from time to time by resolution elect a person or persons to Honorary or Life membership in the Association.

Such membership will entitle holder thereof to the rights and privileges included in the resolution, but such memberships will not entitle recipient to voting privileges.

Section 3.4: Termination of Membership. The Board of Directors may recommend that any entity or individual member be expelled from the Association for conduct contrary to the objectives of the Association. The entity or individual member shall be given an opportunity to be heard at the next Board of Directors meeting after a written recommendation for termination has been presented to the Board. After deliberating the issue, the Board shall vote on the question of whether the member shall be expelled. A two-thirds affirmative vote of the Board shall be necessary to expel a member. Any member who resigns or is expelled shall remain liable for any charges due at the time of the resignation or expulsion.

Section 3.5: Additional Categories. The Board of Directors shall have the authority to amend current or establish new categories of membership by a two-thirds vote of the Board.

ARTICLE IV – Dues and Fees

Section 4.1: Rates. Membership dues and assessments shall be at rates established by the Board of Directors. Fees for programs and services are set by the Chief Staff Executive within the parameters of the Board approved budget.

Section 4.2: Enforcement. Members may be placed in a non-member status for failure to pay dues and assessments at the discretion of the Board.

ARTICLE V -- Membership Meetings

The Association shall hold membership meetings at such time and place as determined by the Board of Directors. One meeting each year shall be designated as the Annual Meeting. At least 90 days notice in writing shall be given to members prior to annual meeting. 51% of voting Members shall constitute a quorum.

ARTICLE VI - Officers and Duties

Section 6.1: Officers. All officers of the Association shall be a member in good standing. There shall be a Chair, Chair-Elect, a Secretary, a Treasurer and the Past Chair. The Chair-Elect shall be elected from the current Board of Directors, and other officers must serve on or have served on the Board.

Section 6.2: Term. The officers of the Association shall take office at the close of the Annual Meeting and shall hold office for one year or until a successor takes office.

Section 6.3: Chair. The Chair shall be the chief elected official of the Association and shall preside at all membership, Board of Directors and Executive Committee meetings.

Section 6.4: Chair-Elect. The Chair-Elect shall act as Chair in the event of the absence or disability of the Chair or vacancy in the office of Chair. The Chair-Elect shall perform such

duties as may be prescribed by the Chair.

Section 6.5: Secretary. The Secretary shall be responsible for providing notices of Board/Executive Committee meetings and maintaining minutes with the assistance of staff

Section 6.6: Treasurer. The Treasurer shall oversee the custody, receipt, disbursement and auditing of all funds of the Association and may seek staff assistance and outside vendor assistance in performing these functions.

Section 6.7: Past Chair. The Past Chair shall supervise the nominating process and assist the Chair as necessary.

Section 6.8: Replacement. In case of death, resignation or inability of any officer to serve, a successor may be appointed for the balance of the unexpired term by the chair with the approval of the Board of Directors, except in the case of the Chair, in which case the successor shall be the Chair-Elect.

Section 6.9: The Chief Staff Executive is an officer (ex-officio) of the Association and serves as an ex-officio member of all governing bodies.

ARTICLE VII - Board of Directors

Section 7.1: Control of Association. The governing body of this Association shall be the Board of Directors, which shall have supervision, control and direction of the affairs of the Association. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an Executive Committee.

Section 7.2: Number. The Board of Directors shall consist of thirteen (13) voting members. Voting members are: a Chair; a Chair-Elect; a Secretary, a Treasurer; the Immediate Past Chair, who shall automatically serve as an officer for the year after the term as Chair, six (6) Member directors and two (2) Chapter directors elected from among the chapters. The nominating committee will be charged with reviewing the make-up of the current board and ensure a balance of board members representing all constituencies are represented.

Section 7.3: Timing of Duties. Newly elected directors shall take office at the close of the Annual Meeting.

Section 7.4: Elections. Each year the membership shall elect the Chair-Elect, the Secretary, the Treasurer, and two Regular Member directors. Regular Member directors shall be elected for a term of three years. The chapters will elect one Chapter director who shall serve a rotating term of two years. All officers shall serve a term of one year, with the exception of the Chair-Elect, who shall serve three years, one each as Chair Elect, Chair, and Past Chair. Any Regular Member director who serves a full three year term shall not be eligible for re-election for the term immediately subsequent, unless by virtue of election as an officer.

Section 7.5: Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 7.6: Meeting Procedure. The Board of Directors shall establish the parliamentary authority to be used for conducting the Association's deliberations.

Section 7.7: Call of Meetings. The Chair may call meetings of the Board of Directors with fifteen (15) days notice of such meetings. The Chair shall, at the request in writing of four (4) members of the Board of Directors issue a call for a special meeting of the Board of Directors and fifteen (15) days notice shall be required for a special meeting.

Section 7.8: Compliance of Written Ballot Approval. The Board of Directors may vote by written or electronic ballot, provided that all voting members of the Board of Directors consent to the procedure and it is allowable by law in the state or territory of incorporation. A majority of the Board must vote in favor of the issue presented in order for it to be approved, unless otherwise required by the Bylaws.

Section 7.9: Vacancies. Any vacancy occurring on the Board of Directors shall be filled with an appointment by the Chair with concurrence of a majority of the Board of Directors. A director so appointed to fill a vacancy shall serve only until the term is complete. At that time, the director position shall be filled in accordance with the election procedures detailed in Article 7.4.

Section 7.10: Removal. The Board of Directors may, at its discretion, by a vote of two-thirds of its members, remove any officer or director.

Section 7.11: Indemnification. The Association shall indemnify officers, directors and employees to the fullest extent permitted by Washington, DC law, for expenses such parties may incur in the defense of any action brought against them by reason of their being officers, directors or employees of the Association. This indemnification may include, upon approval of the Board of Directors, the advancement of costs and expenses incurred with the defense of any such action. However, such indemnification will not be permitted in cases where the officer, director or employee has been adjudged by competent authority to be liable for gross negligence or is guilty of misconduct.

ARTICLE VIII - Staff and General Counsel

Section 8.1: Chief Staff Executive. The chief staff executive shall be given such title as may be prescribed by the Board of Directors and shall report to and assume such duties as may be assigned by the Chair. The chief staff executive, with approval from the Board, is empowered to retain a general counsel and outside advisors as may be necessary to carry out the functions of the association within the constraints of the approved budget.

Section 8.2: General Counsel. The General Counsel of the Association shall attend to, and act on behalf of, the Association in all matters requiring legal services.

Article IX - Voting

Section 9.1: Elections of Officers and Directors. Election of the officers and directors of the Association shall be done at the Annual Meeting.

Section 9.2 Voting:

- a) Voting members of the Association shall be entitled to cast one vote in any matter voted on by the membership.
- b) The nominating committee will nominate a slate of officers and directors. The voting members shall be entitled to cast one vote in any election of an officer or director.
- c) Unless otherwise provided, the Board of Directors may submit any matter to the membership for a vote at any association meeting or by written ballot in lieu of a meeting.
- d) Unless otherwise provided, any election or other matter voted on by the membership shall be decided by a simple majority of votes cast.
- f) There shall be no proxy voting, however, written votes can be cast

ARTICLE X - Executive Committee

Section 10.1: Number. There shall be an Executive Committee consisting of six (6) members: the five (5) Officers, and the Chief Staff Executive who serves as an ex-officio member without vote.

Section 10.2: Authority. The Executive Committee may act for the Board of Directors pursuant to delegation of authority to such Committee by the Board of Directors.

Section 10.3: Quorum. A majority of the voting members of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The Chair shall call such meetings of the Executive Committee as the business of the Association may require. A meeting of the Executive Committee may be called at any time on the request of three members of the Executive Committee with fifteen (15) days notice.

ARTICLE XI - Nominating Committee

Section 11.1: Number. At the first meeting of the Board of Directors after the Annual Meeting, the Chair, with the approval of the Board of Directors, shall name a Nominating Committee consisting of a minimum of five (5) individuals representatives of the Membership, one (1) of whom shall be a member of the Board, in addition to the Past Chair, who shall chair the committee.

Section 11.2: Election Procedures

- (a) At least 120 days prior to the Annual Meeting of the Association, the Nominating Committee shall present to the Board a report consisting of nominations of one candidate for each office and directorship to be filled. The report will then be sent to the membership. The report shall include a short biographical sketch of each

- candidate nominated and procedures to be followed for additional nominations.
- (b) At least 60 days prior to the Annual Meeting, any additional nominations for any office or directorship shall be made by written petition addressed to the Secretary. Such nominations must be sponsored by at least 25 Voting members at least 60 days prior to the Annual Meeting.
 - (c) At the close of the nomination period, sixty (60) days prior to the Annual Meeting, the Secretary shall report and validate the nominations to the Board of Directors.

ARTICLE XII – Committees, Commissions and Task Forces

Section 12.1: Additional Committees. The Chair, with the approval of the Board of Directors, may establish such Committees, sub-Committees or task forces as needed.

Section 12.2: Commissions and Boards: The Board of Directors, with a majority vote may establish any commissions or boards of the association, and appoint, from time to time, the Chair, Vice Chair and members of such commissions or boards, with terms to be served.

Section 12.3: Chief Staff Executive. The Chief Staff Executive or other staff liaison of the Association shall be an ex-officio member without vote of all Committees, sub-Committees or task forces as needed.

Section 12.4: Ex-Officio. The chief staff executive shall serve in an ex-officio capacity on the Board of Directors of the Association without vote.

Section 12.5: Standing Committees. There will be four standing committees of the association, The Nominating Committee, the Bylaws Committee, the Finance and Resource Committee and the Audit Committee.

ARTICLE XIII - Chapters

Section 13.1: New Chapters. Additional local chapters shall be organized and affiliated with ALA with the approval of the Board of Directors upon such terms and conditions as the Board of Directors may determine.

Section 13.2: Dissolution of Chapters. Upon dissolution of any local chapter or the withdrawal of the chapter, the chapter retains full responsibility for its overall debt or surplus and its distribution according to its own bylaws.

ARTICLE XIV - Amendments

These Bylaws may be amended or repealed by a three-fourths vote of the Board of Directors. Notice of such proposed changes must be sent in writing to the Board thirty (30) days prior to the scheduled vote. If a Board member is unable to attend the meeting, a written vote will be accepted. The Board of Directors may propose amendments on its own initiative or upon petition of any ten percent (10%) voting members addressed to the Board.

The Board will send the approved bylaw change to the membership, and the membership shall

have 30 days to review it and offer suggestions or changes. If ten percent (10%) of eligible members sign a petition against the bylaw, the Board will send the change out to the members for a vote, resulting in the new bylaw being affirmed or rejected. The vote will be by simple majority of those voting after a quorum is reached.

ARTICLE XV – Business Rules

Section 15.1 The fiscal year of the Association shall end on the 30th day of June in each year commencing with the 30th day of June of the first year, in which these Bylaws shall become effective.

Section 15.2 The accounts of the Association shall be audited not less frequently than annually by an independent auditor.

ARTICLE XVI - Dissolution

In the event of the dissolution or final liquidation of the Association, its remaining net assets shall be distributed to such organizations classified as nonprofit corporations under section 501(c)(3 or 6) of the Internal Revenue Code of 1986, as amended, as the Board of Directors in the exercise of its discretion may determine, and no part of such net assets may inure to the benefit of any individual, Member, Board Member or similar person.