

**AMENDMENTS to the  
BYLAWS of the  
ARIZONA TRUCKING ASSOCIATION, INC.**

As Adopted at the Annual Membership Meeting September ~~17, 2009~~ 29, 2025.

**ARTICLE I**

The name of this Association is:

**ARIZONA TRUCKING ASSOCIATION, INC.**

The location of its principal office is 7500 W. Madison St., Tolleson, Arizona 85353.

**ARTICLE II - PURPOSES**

The business of this Association shall be to: advance the interests of transporters that operate commercial vehicles to transport property and passengers; educate those engaged in such transportation on compliance with all relevant laws and regulations governing such operations; affiliate with or establish reciprocal relations with other associations; elect representatives to the American Trucking Associations, Inc. to participate in national ATA activities; act as a forum for members to express their views on matters affecting the interests of those engaged in transportation of property and passengers; foster and advance safety and security on the public roads and highways; create and stimulate fair and intelligent public attitudes about commercial transportation; distribute to members and the public accurate and reliable information on commercial transportation; promote programs to encourage safe commercial transportation; and promote accord among the members of the Association.

**ARTICLE III - MEMBERSHIP**

**SECTION I: QUALIFICATIONS**

(A) Operators of commercial motor vehicles who are lawfully operating and in good standing with the various regulatory bodies under whose jurisdiction they operate, and manufacturers, wholesalers, retailers and other persons allied with commercial truck and bus transportation, shall be eligible for active membership in the Association.

(B) Any eligible applicant company may become an active member of the Association upon application for such membership, approval for membership by the Board of Directors, and payment of appropriate dues as determined by a dues schedule adopted by the Board.

(C) The Board of Directors may establish other categories of membership as may be deemed necessary.

**SECTION II: PAYMENT OF DUES**

(A) Dues of carrier members shall be payable annually or quarterly. Dues for all other members are payable annually on the first day of January. Other dues arrangements shall be subject to the approval of the President.

(B) Member companies that are delinquent in the payment of dues for a period of more than ninety days may be categorized as “inactive” and prohibited from receiving any member benefits. The President shall advise the delinquent member that the company may be reinstated to membership in the Association upon full payment of delinquent dues and any other outstanding claims.

### **SECTION III: VOTING**

Each active member company of the Association shall be entitled to one vote in the affairs of the association.

### **SECTION IV: CONFERENCES**

(A) The Board of Directors may establish within the Association as many conferences as deemed appropriate to exchange views on and address issues affecting conference members. Conference members must be members of the Association.

(B) Conferences may consider and take action on such matters as their members may deem appropriate, and may establish supplemental dues for the use of the conference as its members determine, subject to approval by the Board of Directors.

(C) Each conference may elect a Chair and Vice-Chair.

### **SECTION V: COUNCILS**

(A) The Board of Directors may establish such councils as may be deemed necessary to address special areas of interest of the Association.

(B) Each council will nominate and elect officers on an annual basis to terms running concurrent with those of members of the Association’s Board of Directors.

## **ARTICLE IV – OFFICERS AND DIRECTORS**

### **SECTION I: DUTIES**

(A) The affairs of the Association shall be governed by a Board of Directors composed of the Immediate Past Chairman, Chairman of the Board, Vice-Chairman, the Treasurer, the American Trucking Associations State Vice President and Alternate, and no more than forty (40) additional Directors elected at-large. The Board of Directors shall have full power to conduct the affairs of the Association. The Chairman shall recommend to the Board of Directors an Executive Committee to include the Immediate Past Chairman, the Chairman, the Vice-Chairman, the Treasurer, the American Trucking Associations State Vice President and the American Trucking Associations Alternate State Vice President and up to ten (10) additional members chosen from the Board of Directors. Executive Committee members shall assume their duties upon approval by the Board of Directors.

(B) The Board of Directors may vest in the Executive Committee the oversight of the Association's affairs, which shall include, but not be limited to, setting the time and place for the annual membership meeting, appointing the President & Chief Executive Officer, employing general counsel, planning the budget, managing the Association's physical facilities and setting Association policy.

(C) Any member of the Board of Directors and/or Executive Committee who is absent from three consecutive meetings of the Board and/or Executive Committee without being excused by the Chairman may be asked to resign his office as Director.

## **SECTION II: QUORUM**

(A) A sufficient quorum is established when a majority of the members of the Board of Directors is present at any meeting of the Board.

(B) A sufficient quorum is established when a majority of the members of the Executive Committee is present at any meeting of the Executive Committee.

(C) The Board of Directors may overrule any action of the Executive Committee if a quorum of the Board of Directors is present at a meeting called in accordance with these bylaws, and if two-thirds of those present vote to overrule the action of the Executive Committee.

## **SECTION III: MEETINGS**

The Board of Directors shall meet at least four times a year on dates to be determined by the Chairman, with notice to be sent to the members at least ten (10) days prior to the date set for each meeting. The annual membership meeting of the Association may replace one of the four meetings. The Executive Committee shall meet at the call of the Chairman, or upon written or emailed request from a majority of the members of the Executive Committee. A teleconference may serve as a regular meeting of the Board of Directors and/or the Executive Committee as long as the quorum requirements of Section II are met. All meetings of the Association shall be governed by Roberts "Rules of Order" and any revisions thereof shall be within the parliamentary authority of the association. All meetings of the Board of Directors are open to all members in good standing of the association except in those instances when the Board may be advised to meet in Executive Session to discuss confidential matters.

## **SECTION IV: PROXIES**

Any Director or Executive Committee member may give his proxy to another Director or Executive Committee member to vote in his stead. Such proxies must be in writing, or via email or facsimile, and submitted to the Chairman ~~at least forty-eight (48) hours in advance of~~ **BY THE CLOSE OF BUSINESS THE DAY PRIOR TO** the meeting for which the proxy would be in effect.

## **SECTION V: NOMINATIONS AND ELECTIONS**

The Chairman of the Board shall appoint a Nominating Committee, consisting of the Immediate Past Chairman as Chairman, and four (4) additional members. The Nominating Committee shall meet at least fifteen (15) days prior to the annual membership meeting to recommend candidates for officers and directors of the Association. Such officers and directors shall be elected from the membership at-large during the annual membership meeting.

## **ARTICLE V - OFFICERS**

### **SECTION I: TERMS OF OFFICERS**

The general officers of this association shall be the Immediate Past Chairman, Chairman of the Board of Directors, the President, the Vice-Chairman, the Treasurer, the State Vice President to American Trucking Associations and the Alternate State Vice President to American Trucking Associations. The officers shall be elected at the annual membership meeting and shall serve for a two-year period until the second following annual membership meeting and until their successors have been duly elected.

### **SECTION II: CHAIRMAN OF THE BOARD**

The Chairman of the Board shall preside at meetings of the Board of Directors and of the Executive Committee, shall be a member of the Board of Directors and an ex-officio member of all committees except the Nominating Committee, and shall have such other powers and duties as the Board of Directors may assign. The Chairman shall recommend to the Board of Directors an Executive Committee in accordance with Article V, Section I, and shall appoint additional committees or task forces necessary to conduct the business of the Association.

### **SECTION III: VICE-CHAIRMAN**

The Vice-Chairman shall be a member of the Board of Directors and Executive Committee, shall preside over the meetings of the Board of Directors and of the Executive Committee in the absence of the Chairman, and shall have such other duties as the Chairman may assign to him.

### **SECTION IV: TREASURER**

The Treasurer shall oversee accounting and reporting of association revenues and expenses in cooperation with the Board of Directors and/or the Executive Committee. The Treasurer may delegate revenue and expense accounting to the President & Chief Executive Officer. The Treasurer shall be a member of the Board of Directors and the Executive Committee.

### **SECTION V: SECRETARY**

The Board of Directors shall appoint the Secretary, who shall record the minutes of all official Association meetings, including the annual membership meeting and meetings of the Board of Directors and of the Executive Committee. The Secretary shall present the official minutes to the

Board of Directors and/or Executive Committee for approval. The Board of Directors may appoint the President & Chief Executive Officer to serve as Secretary.

## **SECTION VI: SUCCESSION OF OFFICERS**

In the absence of the Chairman or in the event of the Chairman's inability to serve or act, the Vice-Chairman shall succeed to the office of Chairman and assume the duties thereof. The Treasurer shall be the next officer in line of succession. This order of succession of elected officers during their terms does not imply nor guarantee that any will be re-elected or advanced except as provided in Article V, Section I.

## **SECTION VII: PRESIDENT & CHIEF EXECUTIVE OFFICER**

The President & Chief Executive Officer shall be the chief paid staff executive of the Association and chosen by the Board of Directors at a level of compensation to be determined under the Process for Determining Compensation adopted December 16, 2008 by the Board of Directors, or as may be amended from time to time hereafter. The President & Chief Executive Officer may act as Secretary of the annual membership meeting, of the Board of Directors and of the Executive Committee, but may not vote on issues considered by the Board of Directors and/or Executive Committee. The President & Chief Executive Officer shall be the custodian of all official documents and records of the association in accordance with the Document Retention and Destruction Policy adopted March 12, 2009 by the Board of Directors, or as may be amended from time to time hereafter. In coordination with the Chairman of the Board, the President & Chief Executive Officer shall issue calls for the annual membership meeting and for all meetings of the Board of Directors and/or Executive Committee. The President & Chief Executive Officer shall act as the association's liaison to governmental entities and to local, state and national organizations. The President & Chief Executive Officer shall be responsible for the hiring and supervision of personnel, and shall have such other duties as may from time to time be assigned to him by the Board of Directors.

## **ARTICLE VI -** **TERMS OF OFFICERS, BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

### **SECTION I**

The officers and members of the Board of Directors shall assume their duties upon election and shall remain in office until their successors are elected. Directors shall be nominated and elected to serve for terms concurrent with the terms of the officers of the association. The Chairman shall annually choose the members of the Executive Committee subject to the provisions of Article IV.

### **SECTION II**

Vacancies on the Board of Directors, the Executive Committee or among officers of the association occurring between biennial elections shall be filled by recommendation of the Chairman to the Board of Directors. The Board of Directors, upon majority vote as provided in Article IV, Section II, shall approve the nominations to fill such vacancies. The Chairman may appoint members to fill any vacancies occurring on any association committee.

### **SECTION III**

No member may serve on the Board of Directors or Executive Committee unless they represent a member company in good standing.

### **ARTICLE VII: CONFLICTS OF INTEREST**

The Association's officers, directors, chief staff executive and chief paid finance executives are subject to the Conflict of Interest policy adopted by the Board of Directors on March 12, 2009, or as may be amended from time to time hereafter. Other employees may be determined by the Board to be subject to the Conflict of Interest policy. Individuals subject to the policy must disclose to the Chairman of the Board any interests that could result in a material financial benefit or other benefit as a result of the individual's action or vote on any issue. Staff, directors, officers and other members who make good faith reports of observed potential conflicts of interest are protected from retaliation under the Association's Whistleblower Policy adopted December 16, 2008, or as may be amended from time to time hereafter.

### **ARTICLE VIII - AFFILIATION WITH AND REPRESENTATION TO AMERICAN TRUCKING ASSOCIATIONS, INC.**

#### **SECTION I: AFFILIATION**

This association shall affiliate with the federation of state trucking associations and related organizations that are part of American Trucking Associations, Inc., and, shall participate in the election of representatives to American Trucking Associations ~~its~~ Board of Directors, in accordance with the bylaws of the American Trucking Associations, Inc., and its rules governing such elections.

#### **SECTION II: SELECTION AND TERMS OF OFFICE OF VICE-PRESIDENT AND ALTERNATE TO AMERICAN TRUCKING ASSOCIATIONS, INC.**

(A) The State Vice-President and alternate State Vice-President to the American Trucking Associations, Inc. shall be selected at the Annual Membership Meeting of this Association and shall be certified to the American Trucking Associations, Inc. not later than September 30 of each year. The State Vice-President and alternate State Vice-President to the American Trucking Associations, Inc. shall serve two-year terms concurrent with those of ATA officers and directors-at-large.

(B) The State Vice-President and alternate State Vice-President to the American Trucking Associations, Inc., shall assume their duties at the annual meeting of the Board of Directors of American Trucking Associations, Inc., or not later than December 1 of each year, and shall remain in office until their successors are selected.

(C) The State Vice-President and alternate State Vice-President to the American Trucking Associations, Inc. shall be officers and members of the Arizona Trucking Association Board of Directors and of its Executive Committee.

### **SECTION III: VACANCIES**

Vacancies in the positions of American Trucking Associations State Vice-President and alternate State Vice-President shall be filled by appointment of the Chairman upon approval by the Board of Directors.

## **ARTICLE IX - ASSOCIATION INDEMNIFICATION**

### **SECTION I: CONDITIONS AND LIMITATIONS**

(A) The Association shall indemnify its directors, officers, and employees to the fullest extent permitted by applicable law.

(B) If any existing or former officer, director or employee shall report to the President & Chief Executive Officer that he or she has incurred or may incur expenses subject to indemnification, and requests indemnification from the Association, those members of the Board of Directors who are disinterested and constitute a quorum shall, within a reasonable time thereafter, determine whether, with respect to the matter involved, the person is entitled to indemnification in accordance with these Bylaws and applicable law. If a quorum of disinterested directors is not available, indemnification may be authorized in any other manner permitted by law. If the Board of Directors refuses to indemnify a person and such person is determined by a court of competent jurisdiction to be entitled to indemnification under these Bylaws, or under other applicable law, the Association shall, in addition to such indemnification, reimburse the person entitled to indemnification for all expenses, including attorney's fees and costs of court, actually incurred to obtain such indemnification.

(C) This Article shall not limit the Association's power to indemnify any former or present director or officer or employee or limit any other right of indemnification that any current or former director, officer, or employee may have. The Association shall have the right to refuse indemnification in any instance in which the person to whom the indemnification would otherwise have been extended unreasonably refuses to cooperate in the investigation or defense of any matter subject to indemnification.

(D) Indemnification under these Bylaws shall extend to attorneys' fees, judgments, penalties and fines and amounts paid in settlement in connection with any pending or threatened claim or litigation to which a former or existing director, officer or employee may be subject. Except as required by law, the Association may extend indemnification without regard to whether a court of competent jurisdiction has made a determination that the director, officer or employee is entitled to indemnification.

## **ARTICLE X - AMENDMENTS**

### **SECTION I: TERMS AND CONDITIONS**

(A) These Bylaws may be amended at any regular meeting of the membership by two-thirds vote of the members present, provided that any substantive amendments shall have been submitted to the membership of the association via regular mail, email or posted on the Association's website at least ten (10) days prior to the annual membership meeting.

## **ARTICLE XI - SPECIAL APPOINTMENTS**

### **SECTION I: DIRECTORS EMERITUS**

(A) The Board of Directors may from time to time appoint distinguished members to the position of Director-Emeritus.

DATED this 29<sup>th</sup> day of September 2025.

**ARIZONA TRUCKING ASSOCIATION, INC.**

By: \_\_\_\_\_  
**Doug Dwiggins, Chairman of the Board**

Amendment Summary

9/29/2025 - Reduced the proxy submission deadline from at least 48 hours in advance to close of business the day before the meeting.