

**Express Delivery & Logistics Association  
Bylaws**

(Approved October 7, 2005; Updated October 15, 2008; Updated February 10, 2009 & April 14, 2009)

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**ARTICLE I  
Name and Purpose**

- (1) The name of this organization shall be the Express Delivery & Logistics Association, hereinafter referred to as “XLA.” XLA is a 501(c)(6) trade association and is incorporated. Its business address is 400 Admiral Boulevard, Kansas City, MO, 64106.
- (2) The purposes of XLA shall be to:
- A. Promote the legislative, legal, regulatory, business, educational and political interests of the Express Delivery and Logistics Industry (“Industry”) with respect to issues that affect shipments requiring expedited, time definite, door to door transportation and/or remail products, into and out of the United States.
  - B. Inform and educate its members concerning the legislative, legal, regulatory and political issues that affect the Industry as well as sponsor professional education programs designed to increase excellence and efficiency in the industry.
  - C. Serve as a forum for the development of business contacts and for the discussion and development of Industry positions on legislative, legal, regulatory and political issues that affect the Industry.
  - D. Represent the Industry before Congress, regulatory and governmental agencies and political bodies in order to advocate and promote Industry positions.

**ARTICLE II  
Membership**

- (1) To join XLA, a prospective member must meet the Qualifying Criteria for the particular Membership Classification sought by the prospective member as set forth in this Article, and must complete and submit the Membership Application. An invoice will be sent for dues according to a Tiered Dues Structure (see Article III). Upon receipt of the initial dues payment, the candidate becomes a full member with its rights and privileges determined by its Membership Classification (see Article IV). The XLA Board of Directors (the “Board”) retains the right to review for approval any membership application.
- (2) Qualifying Criteria for Membership:
- A. Industry Member: To qualify for Industry membership, a candidate must be an entity or person (non-U.S. government) with a strong interest, good reputation and established customer base in the Industry. Any dispute as to qualifications shall be resolved at the sole discretion of the Board.
  - B. Gold Member: To qualify for Gold membership, a candidate must be a current Industry Member and pay supplementary dues as established by the Board.

C. Associate Member: To qualify for Associate membership, a candidate must be an entity or person (non-U.S. government) of good reputation and engaged in the business of supplying services and/or products to the Industry which is not otherwise qualified for membership in any other Membership Classification.

D. Consultant Member: To qualify for Consultant membership, a candidate must be an entity or person who provides consulting services to the Industry, be of good reputation and not employ more than two people.

E. International Industry Member: To qualify for International Industry membership, a candidate must be an entity or person (non-government) of good reputation and is primarily engaged in the business of express delivery or logistics in countries other than the United States, be of good reputation and have gross revenue of less than \$5 Million Dollars from business in the United States. When an International Industry Member develops business in the United States of more than \$5 million dollars, said member will no longer be deemed an International Industry Member, but will then be deemed an Industry Member, and will pay dues and enjoy all the rights and privileges of an Industry Member.

F. Airline Member: To qualify for Airline Membership, a candidate must be an entity or person operating a commercial airline, be of good reputation and doing business in the United States.

(3) Governments, including all government agencies, quasi-governmental agencies and their personnel are not eligible for membership.

(4) Any entity or person shall become a member of XLA upon receipt of its membership application and initial dues payment. The Board retains the right to review for approval any membership application.

(5) All members shall pay dues to XLA in the amount to be set annually by the Board.

(6) If a member's dues are in arrears, it will lose its voting privileges and be subject to expulsion from XLA 30 days after its second past due notification, subject to Board approval.

(7) Any member who is expelled under this Article shall automatically be re-admitted by reapplying for membership and paying all back dues that were invoiced prior to expulsion plus the present period providing that the applicant continues to meet all other qualifications of membership.

(8) A member may be expelled for cause. Such an action, however, shall be subject to Board approval and requires the written and affirmative vote of three-fourths of the Board.

### **ARTICLE III** **Tiered Dues Structure**

(1) Membership dues are assessed under a tiered structure. The Board shall set the revenue amounts used to determine the tiers and the dues amount within each tier.

(2) All dues must be paid in advance. The Board shall establish, from time to time, the dues billing period and reasonable collection procedures.

(3) The Treasurer will send a dues invoice to each member based on available revenue information. If a member believes the wrong dues amount has been billed, it may provide reliable data to the Treasurer disclosing the relevant United States revenues so as to determine the member's proper dues level.

#### **ARTICLE IV** **Membership Classification and Votes**

(1) XLA membership is divided into six classifications as follows:

A. Industry Member: An Industry Member shall enjoy all the rights and privileges of full membership.

B. Gold Member: In addition to enjoying all the rights and privileges of Industry membership, a Gold Member shall hold a seat on the Board, have a weighted vote of two on issues that come before the Board, and hold a seat on the Government Affairs Committee.

C. International Industry Member: An International Industry Member shall not be entitled to vote at business meetings, be appointed to the Board, hold an elective office or chair any committee, but shall be entitled to all of the other rights and privileges of membership.

D. Airline Member: An Airline Member shall not be entitled to vote at business meetings, be appointed to the Board, hold an elective office or chair any committee, but shall be entitled to all of the other rights and privileges of membership.

E. Associate Member: An Associate Member shall not be entitled to vote at business meetings, be appointed to the Board, hold an elective office or chair any committee, but shall be entitled to all of the other rights and privileges of membership.

F. Consultant Member: A Consultant Member shall not be entitled to vote at business meetings, be appointed to the Board, hold an elective office or chair any committee, but shall be entitled to all of the other rights and privileges of membership.

(2) The voting and office-holding privileges of any member with membership dues in arrears is suspended until all back dues are paid in full.

(3) The Board shall have the authority to create other classes of membership and assign dues and votes accordingly.

#### **ARTICLE V** **Officers and Board of Directors** **Their Election and Duties**

(1) The officers of XLA shall be the President, Vice President, Secretary and Treasurer. Officers shall be elected by the Board and shall serve two-year terms or until their earlier resignation, death or removal by the membership. The order of succession shall be Vice President, Secretary and Treasurer. The officers are to have such duties and powers as are set forth in this Article. Any member in arrears on its membership dues is ineligible to become an officer of the Board or vote as a member of the Board until all back dues are paid in full.

(2) The President shall be the Chief Executive Officer of the XLA. He or she shall preside over meetings of the XLA and of the Board. He or she shall appoint the Chairperson of all standing

committees in accordance with these Bylaws, and create such special committees as he or she deems needed from time to time. After completion of a two-year term in office as President, he or she shall remain a voting at-large member of the Board for the immediately following two-year term.

(3) The Vice President shall preside at meetings of XLA or the Board in the absence of the President. In the event of the disability, resignation or removal of the President, the Vice President shall become the Acting President until such disability is terminated, or until the unexpired term is completed. He or she shall assist the President at all times and at all functions.

(4) The Secretary, in conjunction with the Executive Director, shall keep the minutes of all meetings and issue all notices required by these Bylaws and shall have such other duties as may be assigned to him or her by the President or the Board. The Secretary shall also administer the Board nominations process. Any functions of the Secretary may be assigned to the other members of the Board as appropriate.

(5) The Treasurer shall collect the dues of all Members and Associate Members and shall have charge and control of all funds, assets and accounts of XLA. If appropriate, the Treasurer shall secure a fidelity bond at the expense of XLA, the limits of which shall be fixed by the Board and reviewed as necessary. In conjunction with the Executive Director, the Treasurer shall establish and maintain bank accounts and invest funds as the Board may direct. The Treasurer shall make all necessary disbursements and sign all checks issued by XLA in the normal course of business. The Treasurer may delegate signature authority to the Executive Director on an as-needed basis. The Treasurer shall be required to submit an annual account and proposed budget, both of which shall be approved by the Board. The Treasurer shall have such other duties as the Board may from time to time assign.

(6) Should a vacancy occur for the office of Vice President, Secretary or Treasurer, the Board shall conduct an election to fill the unexpired term.

(7) XLA may retain the services of an Executive Director through employment or on a consulting basis. He or she shall manage the daily affairs of XLA and will report to and be a part of the Board and such other standing committees as the Board sees fit.

(8) The Board is tasked with the general management of the affairs of XLA. It shall be composed of the President, Vice President, Secretary, Treasurer, 12 at-large members of the Board elected from the General Membership and a representative from each Gold Member. One of the at-large Board member positions shall be automatically filled by the immediate past-President. The Executive Director shall also attend all Board meetings as requested in a non-voting capacity.

(9) Each Gold Member shall appoint an individual to serve a one-year term as a member of the Board by providing written notice of said appointment to the XLA office. As long as a Gold Member remains in good standing, it may reappoint that same individual to serve successive terms as a member of the Board. If an employee of a Gold Member is currently serving as a Director, either as an officer or as an at-large Director, the Gold Member can still appoint an individual to serve as a member of the Board.

(10) The at-large members of the Board who are not Gold Members shall be elected at the Annual Meeting and shall each serve a period of three years with their terms staggered with one-third being elected each year (except the former President who shall serve two years as an at-large Board member). Any member in arrears on its membership dues is ineligible to become a member of the Board or vote as a member of the Board until all back dues are paid in full.

(11) XLA shall also have an Advisory Board of Directors. It shall consist of Founding Members Ed Katz and Kaye Myers, along with Joe Costigan. In addition, any past president or member of the Board is

eligible to be nominated for the Advisory Board. The Advisory Board of Directors shall attend all regular and special Board' meetings and shall advise and counsel the Board as requested. Advisory Board Members shall be specially appointed by the officers and do not have voting rights.

(12) Nominations for officers, at-large members of the Board and members of the Advisory Board of Directors shall be made by the Secretary who shall work closely with the Executive Director, Board and General Membership in this regard. No person shall be nominated who is in arrears on membership dues or who will not otherwise be eligible for membership upon election to office. The nominations shall be reported to the President no later than thirty (30) days prior to the election. Names of all Nominees shall be published and sent to each member no later than fifteen (15) days prior to the election. The President shall accept other nominations for any elected position no later than five (5) days prior to the election. An election shall be held at the Annual Meeting of XLA except those elections held to fill a vacancy that occurs between annual meetings.

(13) The matters for which the Board is responsible include the following:

- A. Representation of XLA when dealing with third parties.
- B. Negotiation, authorization and execution of all contracts with third parties made in the name of XLA.
- C. Recommendations with respect to legal actions including retention of legal counsel.
- D. Calling Special Meetings of the membership (by the President or on written request of at least three members of the Board)
- E. Prepare, approve and manage the annual budget of the XLA.
- F. Delegation of powers or duties to any officer, or any director, except where otherwise provided by these Bylaws.
- G. Approve all programs of XLA except those programs adopted by a majority in attendance at each Annual Meeting or Special Meeting properly called.
- H. Take any and such other actions reasonably connected with the appropriate management of the affairs of XLA.

(14) At all meetings of the Board, a majority shall be necessary and sufficient to constitute a quorum, and any act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board. For purposes of determining a quorum, only the number of Directors shall be counted, not the number of votes. Until a Gold Member has notified the XLA office in writing of its appointment of an individual to serve as a Director as provided in Section (9) above, that Director position shall not be counted in determining a quorum.

(15) Directors must be present to cast their vote. Each member of the Board shall be entitled to vote on all Board decisions. Unless the Gold Member is currently represented by two or more Directors on the Board, the Director who was appointed by the Gold Member shall have two votes on all Board decisions. Voting in absentia by proxy shall be allowed only if the officers determine that extraordinary circumstances warranting such proxy voting exist. Attendance at all Board meetings is mandatory. At the Board's discretion, any Board member missing two or more consecutive meetings without just cause may be subject to removal. A majority vote of the Board is required to remove a Board member.

**ARTICLE VI**  
**Annual and Special Meetings**

- (1) XLA shall hold an Annual Meeting to be held at the time and place designated by the Board. Written notice specifying the time, date and place of the Annual Meeting shall be given to each member by the President or Secretary no later than sixty days prior to the opening of said meeting.
- (2) All action requiring a vote of the membership shall require a favorable vote of the majority of the votes present and cast at a duly constituted meeting. A vote may be taken by secret ballot if requested by at least three members present.
- (3) At the Annual Meeting, the membership shall elect one-third of the at-large members of the Board. The membership may also act on any other matter properly before it.
- (4) The President or at least three members of the Board may call Special Meetings of the Membership of XLA by giving at least thirty days' notice to the members, in writing, unless special circumstances justify a shorter notice period. The quorum rules for a Special Meeting shall be the same as those for an Annual Meeting.

**ARTICLE VII**  
**Committees**

- (1) The Standing Committees of this organization shall be as follows:
  - A. Executive Committee
  - B. Government Affairs Committee
  - C. Education & Programming Committee
  - D. AirCargo Committee
  - E. Airline Business Committee
- (2) Other committees may be created by the President as needed from time to time.
- (3) The President shall serve as Chairperson of the Executive Committee, which shall consist of the elected officers of XLA and the Executive Director. The Executive Committee shall have the authority to make decisions and take all related action if time constraints preclude consultation with the full Board or if reasonably connected with the appropriate management of the affairs of XLA.
- (4) The President shall appoint all committee Chairs. The President shall seek the input of the Executive Committee, and members of each respective committee, prior to making those appointments.
- (5) The Chairperson of each standing committee shall preside at all committee meetings and shall render a report to the membership at each Annual Meeting of the organization as well as report to the Board.
- (6) The Board shall define the functions of each standing committee. Vacancies occurring in the membership of the standing committees shall be filled by the appointment by the President for the un-

expired term. The President shall be empowered to appoint special committees to supplement the activities of any standing committee.

(7) Attendance at all committee meetings is mandatory. Any committee member missing two or more consecutive meetings without just cause may be subject to removal. A majority vote of the Committee is required to remove a Board member.

(8) The following actions by any Standing Committee of XLA (including any action by any subcommittee of any Standing Committee) must also be approved by the Executive Committee of the XLA:

- a. The expenditure of funds in excess of Ten Thousand Dollars (\$10,000.00);
- b. The hiring or termination of any employee, independent contractor or company;
- c. The dissolution of any Standing Committee;
- d. The change of the material purpose of any Standing Committee; and
- e. Any adoption, modification or termination of any rule, procedure or bylaw of any Standing Committee.

Should any Standing Committee vote to take any action identified above, the Chairperson of said Standing Committee shall present the action item in writing to the President of the XLA for consideration at the next meeting of the Executive Committee of the XLA. Within five (5) days after the Executive Committee meeting, the President shall report back to the Chairperson of said Standing Committee the approval/disapproval of the action item.

(9) Each Gold Member shall have a representative on the Government Affairs Committee.

(10) Effective as of October 15, 2008, all separate Bylaws of any XLA Standing Committee (or Subcommittee) shall merge into these Bylaws. These Bylaws shall control each Standing Committee (and Subcommittee). Also effective as of October 15, 2008, the funds and other assets of all XLA Standing Committees (and Subcommittees) shall merge with and shall be incorporated into the general assets of XLA.

### **ARTICLE VIII** **Amendment to Rules and Regulations**

(1) These Bylaws may be amended at any Annual or Special Meeting of XLA provided that at least thirty days' notice of any proposed amendment is given to each member in writing.

(2) Any member may propose an amendment to the Bylaws by submitting the proposed amendment, in writing, to the Executive Director at least seventy-five days before the meeting at which the proposed amendment will be acted upon. Any such amendment must be approved by two thirds (2/3) vote of the Members present at the Annual Meeting or a special meeting properly called and constituted.

(3) The Bylaws may be further amended at any Annual Meeting, properly constituted, upon the unanimous vote of all Members present without the necessity for prior notice of the proposed amendment.

(4) Any amendment of these Bylaws may also be proposed to the Board, in writing, and approved by 75 % of the Board, properly constituted.