

NASSTRAC CONSTITUTION

PREAMBLE

NASSTRAC is the preeminent voice of the Shipper Community involved in strategic shipping activities that include less-than-truckload, package, parcel, and express, moving via a full range of transportation services.

NASSTRAC'S MISSION is to promote the goals of our Members in support of their logistics responsibilities through Advocacy, Education, Provider Relationships and Professional Networking Opportunities.

ARTICLE 1

The name of the Corporation is NATIONAL SMALL SHIPMENTS TRAFFIC CONFERENCE, INC. (dba NASSTRAC).

ARTICLE 2

ITS REGISTERED OFFICE in the state of Delaware is 1201 North Market Street, Wilmington, Delaware. The name and address of its resident agent in Delaware are Delaware Corporation Organizers, Inc., PO BOX 1347, Wilmington, Delaware 19801. These designations may, from time to time, be amended or changed by filing a new certificate with the Secretary of the State of Delaware.

ARTICLE 3

THE PURPOSES for which NASSTRAC is organized are:

1. Education: To maintain and provide a professionally focused Educational Program to meet the ongoing needs of Members.

- Conduct Membership Meetings (as provided in the Bylaws) as Seminar/Workshops designed to provide current transportation, logistics and supply chain information to Members.
- Conduct Special Meetings (as provided in the Bylaws) as Seminars designed to cover current industry developments for Members.
- Offer facilities, as appropriate, for Continuing Education units by permitting students to earn credit hours by attending meetings.
- Acquire and disseminate business information that is of value to Members; vehicles to provide such information include a Newsletter, Special Advisories, a Website and other communication techniques.
- Provide members with prompt access to Executive Committee and Staff Members for technical or business advice.

2. PROVIDER RELATIONS: To foster fairdealings and relationships between Members, Logistics Providers, and other suppliers to the shipping community that NASSTRAC serves.

- Integrate Logistics Providers and other suppliers into the Content and Presentation of NASSTRAC programs;

- Provide a business format for Members to meet with Logistics Providers and other suppliers who are afforded an opportunity to demonstrate their product(s).
- Offer a forum for the discussion and development of solutions to logistics and supply chain problems.
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3. ADVOCACY: To advocate the interests of Members by taking action on Logistics-related issues.

- Provide prompt assistance to Members to develop information on current developments related to the Logistics and Supply Chain Functions.
- Act independently and join and cooperate with transportation executives, quasi-public bodies, legislative and governmental bodies and other responsible parties to promote the logistics interests of shipper Members.
- Protect the interests of shipper Members by initiating or intervening in proceedings before Federal and State tribunals, Carrier organizations, Agencies and the Courts.

4. PROFESSIONAL INTERACTION: To develop and promote the interchange of ideas and information among and between Members.

- Provide a forum to Members that allows sharing of transportation and logistics knowledge and techniques.
- Provide networking opportunities to Members.

ARTICLE 4

THE CORPORATION is a non-stock and non-profit organization. It shall not have or issue capital stock. It shall not declare or pay dividends or distribute income.

Eligibility for classes of membership shall be as set forth in the Bylaws which prescribe the qualifications of companies, persons, and associations for election or admission to the classes of membership, and specify the duties and responsibilities of Members and conditions for continued membership. A voting member shall be entitled to no more than one vote. The method of voting and the number of members to constitute a quorum shall be as set forth in the Bylaws.

ARTICLE 5

THE CORPORATION shall have perpetual existence.

ARTICLE 6

THE PROPERTY OF MEMBERS shall not be subject to the payment of corporate debts.

ARTICLE 7

THE EXECUTIVE COMMITTEE shall be the governing board of NASSTRAC; it shall be guided in managing the activities and affairs of NASSTRAC by the Certificate of Incorporation, the Constitution and the Bylaws.

The Executive Committee shall have power to:

- Establish operating policies and make decisions on issues affecting Members' interests.
- Establish and maintain an administrative office.
- Employ an Executive Director, together with such staff as it thinks necessary, whose duties and compensation shall be determined by the Executive Committee.
- Revise the Schedule of Dues.
- Provide honorary membership as stated in the Bylaws.
- Fix the time and place of the General Membership Meetings.
- Authorize activities to represent the interests of NASSTRAC and its Members before Legislative Bodies, Administrative Agencies, Carrier Organizations and Courts.
- Act on all questions requiring prompt consideration.

The composition of the Executive Committee shall be in the manner provided by the Bylaws, but in no case shall the number be less than eleven. The members of the Executive Committee may be classified as to term of office as provided in the Bylaws.

Members of the Executive Committee shall hold office until the end of their term and/or until their successors are respectively qualified. The Bylaws shall specify the number of members needed to constitute a quorum.

The Executive Committee, may, by Resolution, designate one or more committees as provided in the Bylaws. Committee functioning shall be guided by the Manual of Committee Procedure for NASSTRAC; Committee names shall be as stated in the Bylaws or as determined by Resolution. To the extent provided in the Bylaws or by Resolution, a Committee may exercise those powers specifically delegated to it by the Executive Committee; the Executive Committee may exercise review over decisions reached by a Committee.

ARTICLE 8

MEETINGS OF MEMBERS may be held outside the State of Delaware if the Bylaws so provide. The books of the Corporation may be kept outside of the State of Delaware at such place of places as may be, from time to time, designated by the Executive Committee. The membership may elect Officers as specified in the Bylaws. The titles and duties of Officers shall be as provided in the Bylaws.

ARTICLE 9

NASSTRAC RESERVES THE RIGHT TO AMEND, alter, change or repeal any provision contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon Members are granted subject to this reservation.

NASSTRAC BYLAWS

Section:

1. SHORT NAME

As a short name, The National Small Shipments Traffic Conference, Inc. will be referred to herein as NASSTRAC.

2. OFFICERS

The elected officers of NASSTRAC shall be as follows:

President
First Vice President
Second Vice President
Secretary
Treasurer

An Assistant Secretary may be appointed as a non-voting officer of NASSTRAC and shall serve as such until a change is directed by the Executive Committee.

The officers of NASSTRAC shall be elected for a term of two years at the annual meeting of NASSTRAC at which current terms of office end, and shall take office immediately thereafter. They shall continue in office until their successors are duly elected, provided that the President and two Vice Presidents shall not be eligible to succeed themselves in the same office.

3. EXECUTIVE COMMITTEE

There shall be an Executive Committee comprised of the Officers of NASSTRAC, the immediate past president plus the Chairpersons of the four continuing Committees and twelve at large members of the Executive Committee.

The Executive Committee shall be the governing board and have charge of the affairs of NASSTRAC and the business thereof. The immediate past president of NASSTRAC shall be Chairperson of the Executive Committee.

Membership on the Executive Committee shall be in the name of the individual and not otherwise. The Assistant Secretary shall be a non-voting member of the Executive Committee. His or her participation in discussions shall be as a consultant at the discretion of the Chairperson.

The Executive Committee shall normally meet in conjunction with each Membership Meeting at the call of the chairperson of the Executive Committee. The Executive Committee may also act at Special meetings called by the Chairperson or by a majority of the Executive Committee, and such Special Meetings may take place in person or by electronic means including conference calls and email exchanges. In an emergency, the Officers of NASSTRAC may meet, either in person or by electronic means, as a working committee of the Executive Committee, to develop recommendations and take temporary action, but such recommendations and actions shall be subject to review, rescission or ratification by the Executive Committee at its next regular or special meeting.

Any advance notice requirement in these Bylaws may be modified with the approval of the Executive Committee, or as called for by the President or ratified by the Executive Committee.

The Executive Committee may establish and maintain an administrative office of NASSTRAC and designate a person to head such office, with title of Executive Director. The duties and business to be performed by this office are as defined elsewhere in these Bylaws.

4. DELEGATION OF EXECUTIVE COMMITTEE POWERS

The Chairman of the Executive Committee, the President, the First and Second Vice-Presidents, the Secretary and the Treasurer, as a group, shall have all of the powers of the Executive Committee when the Executive Committee is not in session. All acts of these officers plus the Chairperson of the Executive Committee as a group shall be reported by the NASSTRAC Secretary in proper written form at each regular meeting of the Executive Committee and also at any special meeting of the Executive Committee.

5. QUORUM

At any regular or special meeting of the Executive Committee, seven (7) members shall constitute a quorum.

6. GENERAL MEMBERSHIP MEETINGS

There shall normally be two general membership meetings each calendar year, and no less than one, as directed by the Executive Committee.

(a) ANNUAL MEETING

The Executive Committee shall fix the time and place of the annual meeting of the membership of NASSTRAC, which may be at a place other than within the state of Delaware. It shall call such a meeting as soon as practicable after the close of the fiscal year of NASSTRAC. It shall give due notice thereof to every Member of NASSTRAC not less than 30 days before the time which it shall designate for such meeting. Such notice shall be distributed in appropriate form to each Member.

7. SPECIAL MEETINGS

Special meetings shall be called at any time by the President upon the written request of 25 members of NASSTRAC acting through the persons designated by the members to serve in NASSTRAC, or at any time the President deems necessary, which may be at a place other than within the State of Delaware. Notice of such meeting, specifying time and place and the reason for which it is called, shall be sent to each Member of NASSTRAC not less than 20 days prior to the date on which the meeting is to be held.

8. ABSENTEE VOTING

Any Member entitled to vote at a special or general membership meeting may cast a vote by mail, fax or email by directing such vote to the Secretary in time for it to be present and counted with other votes taken.

9. QUORUM

At all meetings of NASSTRAC, 25 Members shall constitute a quorum for the transaction of business.

ELECTION OF OFFICERS

10. ACTIVE MEMBERS

Regular Members who have more than one person participating in NASSTRAC activities shall have only one vote in elections and when matters are presented to Members for a vote. The Regular Member shall decide which representative may cast that vote and that representative will be considered the Active Member for purposes of that vote. In addition, only one representative of a Regular Member may be elected as an officer of NASSTRAC. More than one representative of a Regular Member may participate in NASSTRAC activities through membership on the Executive Committee or other committees. All officers shall be representatives of Regular Members of NASSTRAC and shall be elected by the membership at an annual meeting, except the Chairperson of the Executive Committee, who shall succeed to that office as provided herein, and the Assistant Secretary. Vacancies shall be filled by vote of the Executive Committee.

11. NOMINATING COMMITTEE

The President shall appoint a Nominating Committee at least 60 days in advance of each annual meeting. Such Nominating Committee shall consist of not less than five active Members.

The Chairperson of the Nominating Committee shall be designated by the President. No Chairperson shall be eligible for designation for two consecutive election cycles. The Nominating Committee shall report its nominations to the President and Secretary for distribution in circular form to the Members at least 15 days in advance of the date of the annual meeting.

After the report of the Nominating Committee has been distributed and before the close of the first day of the annual meeting, any 10 or more active Members of NASSTRAC may make additional nominations in writing or from the floor.

When the nominations have been closed, a ballot shall be prepared and submitted to the active Members for their vote.

The nominees receiving the majority of the votes cast for each office shall be elected.

12. AMENDMENTS

The Constitution and Bylaws may be amended at any general membership meeting, or at any special meeting called for that purpose, only by a vote, and where two-thirds of all votes cast approve the proposed amendment. Provided, however, that no amendments shall be approved which would be contrary to the Certificate of Incorporation. Twenty-five members shall constitute a quorum at such meeting.

No such amendment shall be made at a meeting except when the proposed alternation or revision shall have been submitted in writing to the Members at least 30 days previous to taking a vote thereon, except that in the event of a special meeting being called for the purpose, among other things, of amending the Constitution and Bylaws, action on such amendment may be taken immediately, provided notice of the proposed amendment or amendments has been sent to the membership for consideration at least 15 days in advance of said special meeting.

13. REFERENDUM

The Constitution and Bylaws may also be amended by referendum ballot as hereinafter set forth. When an amendment is submitted by an active Member at a time when no general membership or special meeting is in session and the Executive Committee has so directed, a ballot shall be sent to each active Member setting forth the proposed amendment and enquiring whether the Constitution and Bylaws shall be so amended, with a space for the active Member to indicate approval or disapproval. If there have been received valid ballots from two-thirds of the active Members, and two-thirds of the ballots received shall have been cast in favor of the amendment, it shall be recorded as having been adopted.

14. ELIGIBILITY FOR REGULAR MEMBERSHIP

Individuals, firms, corporations or associations which ship or receive shipments weighing under 10,000 pounds, trade associations, traffic conferences, traffic leagues, chambers of commerce, civic organizations, bona fide shipper associations, industrial traffic consultants whose activities are predominantly shipper-oriented shall be eligible for regular membership. Such members who pay full dues in accordance with the dues schedule shall be regular members and shall have full membership privileges.

Regular membership in NASSTRAC may be in the name of a corporation, corporate division, partnership firm, association, or organization. When an individual does not represent a company or an association, the membership may be in the individual's name. An individual shall be designated as the representative to NASSTRAC of the member corporation, firm, association, etc.

15. JOINING NASSTRAC

(a) APPLICATION FOR MEMBERSHIP

Any individual, firm, corporation or association may apply for membership by making written application and paying the prescribed dues. The Executive Director shall regularly process such new Members for acceptance, referring any questions as to the qualifications of a prospective Member to the Executive Committee.

(b) HONORARY MEMBERS

Any person who has distinguished himself by meritorious service and who, in the judgment of the Executive Committee, is entitled to such recognition may be elected to honorary membership by the Executive Committee.

Honorary members shall be entitled to attend meetings, but may not vote, hold elected office or be required to pay dues.

(c) NASSTRAC ASSOCIATE MEMBERS

Carriers of freight, logistics providers, warehouse operators and suppliers of related industry products or services may be extended an invitation to apply for "NASSTRAC Associate Membership."

Associate Members will receive distribution of appropriate materials generated by NASSTRAC. They will be invited to attend membership meetings but will not be permitted to vote on either policy matters or the election of officers. Members in this category will be accorded privileges such as advance notification of meetings and exhibits, access to advertising space in the newsletter and access to NASSTRAC events and materials.

16. TERMINATION OF MEMBERSHIP

Membership shall be terminated by formal resignation, by failure to pay dues within a reasonable time after notice of dues, or by the Executive Committee for good cause.

17. IMPACT OF NASSTRAC POLICY POSITIONS ON MEMBERS:

(a) Positions taken by NASSTRAC shall not be binding upon any individual member. Consequently, no individual member shall be responsible for any actions taken by NASSTRAC or be subject to liability as a result of such actions.

(b) Membership in NASSTRAC shall not abridge the right of independent action by any member hereof, even though such action may be contrary to the aims, purposes or the position which NASSTRAC has taken on a specific matter.

18. ORDER OF BUSINESS

The order of business to be observed at general membership meetings shall be as directed by the President.

19. REPORTS

The following shall make annual reports: President, Treasurer, Executive Director, and Standing Committees, as follows:

Education Committee

Provider Relations Committee

Advocacy Committee

Professional Interaction Committee

20. COMMITTEE REPORTS

All committee reports shall carry the names of the respective Chairperson and the members concurring therein. Any member may file a minority report which shall be submitted and considered at the same time as the majority report.

21. PROCEDURE

To obtain consideration of a subject, a Member must refer it in writing to the Executive Director, who shall in turn refer it to the Chairperson of the Executive Committee or to a Chairman of a Standing or Special Committee for consideration under established procedures, or a Member may ask for consideration of a subject at a regular membership meeting or at a special meeting.

22. PRESIDENT

It shall be the duty of the President to preside at all general membership and special meetings of NASSTRAC. He or she shall appoint all Chairpersons and Members of Committees unless appointment is made by majority at an Executive Committee Meeting. Appointments of Committee Chairpersons are for the term of the President making the appointment. Committee Chairpersons will continue to serve after a new President is elected until such time as the new President takes appointment action. The new President may either reappoint those already serving or appoint new Committee Chairpersons.

23. FIRST VICE PRESIDENT

In the absence of the President, at any general membership meeting or special meeting, the First Vice President shall act in lieu of the President. In the event of the death, resignation, or disability of the President, the First Vice President shall perform all the duties of the President.

The First Vice President shall oversee the activities of the Advocacy and Provider Relations Committees.

24. SECOND VICE PRESIDENT

It shall be in the duty of the Second Vice President to assist the President and/or the First Vice President as directed, and in the absence or disability of both (the President and First Vice President), it shall be the duty of the Second Vice President to preside at any general or special meeting of the membership and to perform any other duties, at such meeting, as are normally performed by the President.

The Second Vice President shall oversee the activities of the Education and Professional Interaction Committees.

25. TREASURER

It shall be the duty of the treasurer to supervise and direct the receipt of all dues for membership and other remittances to NASSTRAC. Funds shall be deposited in the name of NASSTRAC in accounts in

banks, or in securities subject to approval by the Executive Committee or a designated committee thereof.

The Treasurer shall perform such interval audits as are necessary. The Executive Committee shall direct an audit or the books by a qualified auditor as appropriate.

All receipts and expenses shall be accounted for by the Treasurer to the Executive Committee by report at each general membership meeting and at such other time or times as the Executive Committee may designate. The Treasurer and the Executive Director shall pay or cause to be paid all proper expenses of NASSTRAC by checks drawn upon the bank selected as the depository for the NASSTRAC funds.

All disbursements by NASSTRAC shall be subject to audit and approval by the Executive Committee. Temporary or longer-term investment of NASSTRAC funds may be made in banks, money market funds, and other securities when approved by the Investment Committee.

The Treasurer shall lead the Investment Committee. Other members of this committee shall include the First Vice President and the Second Vice President. The President may vote on the committee as well. It shall be the responsibility of the Investment Committee to monitor the investment account portfolio as outlined in the Investment Policy.

26. SECRETARY

The Secretary shall be responsible to NASSTRAC for the direction and management of that part of the business of NASSTRAC which is concerned with the keeping of records, the official correspondence, with giving and receiving notices, countersigning documents, arrangements, Bylaws, publicity, speakers and other duties normally performed by a secretary, including keeping and delivering the minutes of meetings of the Executive Committee.

27. DUTIES OF APPOINTED OFFICIALS

(a) EXECUTIVE DIRECTOR

The Executive Director, by authority from the Secretary, may keep the minutes of all general membership and special meetings of the Conference and all meetings of the Executive Committee and perform other duties as directed by the Executive Committee. All books, records, and accounts of the Conference may be kept in the administrative office.

The Executive Director shall acquire and disseminate for the use of the members of NASSTRAC such business information as may prove of value to members; when directed to do so, shall issue calls for meetings and prepare the agenda in connection therewith, and shall issue and distribute to the members a report of the proceedings of said meetings, and shall supply other appropriate information; shall notify Members of their appointment to Standing or Special Committees and shall conduct the general correspondence of NASSTRAC between the administrative office and the Members, and between that office and the various outside agencies with which NASSTRAC may have business; shall distribute to each Member at regular or special meetings any reports of the Chairpersons of Committees, and shall distribute copies of all reports to members requesting copies following general meetings; shall keep the officers and Committee Chairpersons advised of the business of NASSTRAC generally and shall confer with them and with counsel by telephone, letter, electronic communication or in person in the discharge of the duties of office and shall assist in matters relative to press relations, publicity, membership and carrying out NASSTRAC activities.

(b) ASSISTANT SECRETARY

The President of NASSTRAC, may, with the approval of the Executive Committee, appoint an Assistant Secretary who shall serve as an appointed officer of NASSTRAC. The Assistant Secretary, by authority

from the Executive Committee, may represent NASSTRAC in matters before regulatory bodies. The Assistant Secretary shall be a non-voting member of the Committee as a consultant and may be invited to participate in discussions and to make reports to the Committee at the discretion of the President.

28. DUES

The Executive Committee has the authority to establish and adjust the dues structure, based upon such factors as marketplace conditions, value to membership, and costs to operate NASSTRAC. The Executive Committee has authority to set payment cycles for dues as well. In order to change or make adjustments to the NASSTRAC dues structure and payment cycle, there must be a quorum vote of approval by the Executive Committee, as set forth in the NASSTRAC bylaws.

29. REVIEW BY EXECUTIVE COMMITTEE

The foregoing schedule of dues shall be subject to periodic review, revision and classification by the Executive Committee.

30. FINANCES

(a) FISCAL YEAR

The fiscal year of NASSTRAC shall be from January 1 through December 31.

(b) EXPENSES OF MEMBERS AND EMPLOYEES

At the approval of the Executive Committee, NASSTRAC may reimburse expenses of any member, members, or employee or employees incurred in behalf of NASSTRAC.

31. AD HOC COMMITTEES

When events or conditions call for development of a NASSTRAC course of action or review of a special issue, the President is empowered to create "Ad Hoc" Committees as needed to give full consideration to these issues. The President or the Executive Committee shall appoint the Chairperson of such Ad Hoc Committees and the Chairperson shall appoint the members and immediately report the membership to the Executive Director. The Committee shall report directly to the President. Ad Hoc Committees shall be disbanded by the President when they have completed their assigned task to the satisfaction of the Executive Committee.

32. RULES GOVERNING MEETINGS

Where not otherwise stated in these Bylaws, Robert's Rules of Order, insofar as they are consistent with the law and the Constitution and Bylaws of NASSTRAC, shall govern the meetings.

33. SUSPENSION OF RULES

Any rule of procedure may be suspended temporarily by affirmative vote of two-thirds of those present at any meeting provided for in these Bylaws.