

BYLAWS OF TRUCK WRITERS OF NORTH AMERICA, INCORPORATED (TWNA)

Adopted as amended: May 30, 2006

I. NAME & LOCATION

This Corporation shall be known as the Truck Writers of North America, Incorporated (TWNA), a Delaware non-profit corporation, organized under section 501c(6) of the IRS Code. The principal office of the corporation is located at 4429 Back Creek Church Road, Charlotte, North Carolina, 28213.

II. MISSION

A. TWNA's mission is to promote the common business interests of the trucking press and marketing industry, as well as to improve the business interests of the trucking press and marketing industry-

B. Founded in November 1988, the Truck Writers of North America is an organization of professionals involved in gathering, writing, and reporting news and information about trucks, trucking and the trucking industry.

C. Among TWNA's objectives are:

1. Improve the quality of trucking journalism.
2. Promote a positive image for the trucking industry.
3. Continually improve relationships between the truck trade press and industry manufacturers and suppliers.
4. Serve as an information source and referral service for the non-truck media as it reports on the trucking industry.
5. Function as a watchdog over the non-truck trade media and respond to inaccurate, incorrect or biased reporting on trucking industry-related matters.

III. MEMBERSHIP

A. Press-Individual – Open to truck journalists who write for recognized trade media about commercial vehicles and the commercial truck/motor carrier industry. Truck journalists are defined as those working full-time in the truck trade press industry and freelance writers who do the majority of their work for trucking publications. This membership is non-transferable.

B. Associate Individual – Open to those who write and perform business-related duties (for example, someone who is both editor and publisher or sales representative). Associate Individual membership is also open to retired truck journalists, provided they would have met the stipulated membership criteria while gainfully employed; and non-profit and government individuals. This membership is non-transferable.

- C. Associate Business-Single Member** – Open to public relations personnel and other people who interface with the truck trade press. Within this category, memberships are designated as OEM, Supplier, Agency, and Organization/Other. This membership is transferable.
- D. Corporate** – Applicable to Press or Associate types, available to cover the entire staff at one location of a business. This membership is non-transferable.
- E. Dues** – Annual dues are \$35.00 for Press-Individual; \$50.00 for Associate Individual; \$100.00 for Associate Business-Single Member; and \$500.00 for Corporate-Entire Staff, One Location (Press or Associate). The Board of Directors shall have the authority to establish dues for each fiscal year. It shall have the sole authority to raise or lower dues, as it deems necessary.
- F.** Decisions about questionable membership will be made by the Directors of TWNA.

IV. DIRECTORS, OFFICERS AND ELECTIONS

A1. Corporate Structure – Collectively, TWNA’s Members are the owners of the Corporation, having the power to elect and remove the Board of Directors. However, the Members possess no direct power over the daily operations of the Corporation.

The Board of Directors works for, represents, and is elected by the Members. The Board is responsible for setting long-term goals and making policy decisions, but is not directly involved in the daily operations of the Corporation. The Board has the power to elect, appoint and remove the Corporate Officers. While the entire Board shares these duties and powers, only those on the Executive Committee are named as, and required to sign as, Directors on the state, federal, and legal filings where such naming or signing is required by statute.

Elected and/or appointed by the Board, TWNA’s Officers (the President/Chairperson, Treasurer, Secretary), along with the Executive Director (serving as Custodian of Records and Business Agent for the Corporation), comprise the Corporation’s Executive Committee. In addition to supervising the daily operations of the Corporation, the Executive Committee conducts those duties required to maintain TWNA’s corporate and non-profit status.

TWNA’s Executive Director, along with any paid, contracted, or volunteer staff, is responsible for carrying out the daily operations of the Corporation, implementing the policies set by the Board, and for developing the programs necessary to achieve the Corporation’s long-term goals.

A2. Directors

TWNA is to be governed by a member-elected representative Board of nine Directors who shall serve without compensation, and an Executive Director who shall receive compensation as determined by the nine elected Directors.

B. Nomination and Election Process for the Board of Directors

Any TWNA member may nominate eligible members or themselves. To be eligible for nomination, the member must be current on his/her dues and be willing to serve a two-year term. Each Director represents, and is elected by, a specific segment of the membership. In the event of an election tie vote for any office, a runoff election shall be held. When the Board is in place, the Directors choose a Chairman, Secretary, and Treasurer from among the Directors.

C. Succession of Directors

If a Director resigns or is otherwise unable to fulfill his/her duties, the remaining Board members will hold a new nominations-and-elections process to fill the position until the next election.

D. Board of Directors

1. Time in office is for two years; these will be staggered terms so only half of the Board is up for election at any given time. Each officer has an equal vote. Elections will be held in the third quarter of the year prior to each term, with Press Director elections taking place in even-numbered years and Associate Director elections taking place in odd-numbered years.
2. **Press Directors** – There are five Press Directorships, which are divided regionally. The regions are Canada/Europe, Midwest, Northeast, Southeast, and West. Should a Press Director relocate from the region he/she represents, the Director may serve out his/her term.
3. **Associate Directors** – Four Associate Directorships are divided among the OEM, Supplier, Agency, and Organization/Other segments.
4. **Chairman** – One Press Director, elected by the Board, is responsible for organizing, scheduling, and running all meetings of the Board, Executive Committee, and Membership. The Chairman will be elected every time there is a change in the Press Directors.
5. **Secretary** – One Press Director, elected by the Board, is responsible for taking and maintaining the minutes of all meetings of the Board, Executive Committee, and Membership. The Secretary will be elected by the Board every time there is a change in the Press Directors.
6. **Treasurer** – One Associate Director, elected by the Board, is responsible for working with the Executive Director on expenditures and overseeing the budget and financial report. The Treasurer will be elected by the Board every time there is a change in the Associate Directors.

E. Duties of the Board of Directors

- 1. Meetings** – Each Director must attend the majority of the regular conference calls and cannot miss three consecutive conference call meetings unless prevented from doing so due to health reasons or conflicting business obligations. Board members are responsible for notifying the Chairman to have these reasons noted.
- 2. Committee** – Each Director must actively serve on at least one committee per year and is encouraged to serve on two committees.
- 3. Membership** – Each Director must communicate with the constituents he/she represents, a minimum of once per quarter and whenever necessary to fulfill proper representation.
- 4. Organization Meetings** – If present, Directors must participate in and assist with running of TWNA meetings.
- 5. Removal From Office** – If a Director does not fulfill the above duties, the Chairperson or the Executive Director must bring it to the attention of the Board, who will then vote whether to remove that Director from office.
- 6. Proportional Interest in Representation and Board Voting** – A Director must not represent his/her own personal interests, or their company's interests, with any more weighting than the interests of one constituent member.
- 7. Conflict and Recusal** – In the consideration of those items where a Director cannot separate and keep proportional his/her personal/company interests from the interests of his/her entire constituency, the Director should voluntarily recuse himself/herself from voting on the topic. If a recusal is not made voluntarily, a simple majority of the Board may vote to recuse the Director from voting on the topic.

F. Executive Director

- 1. Position** – The Board shall appoint an Executive Director to manage the organization under the Board's direction. He/she will serve at the Board's pleasure.
- 2. Duties** – The Executive Director conducts those programs and activities that the Board of Directors determine to be necessary to achieve the organization's stated goals, performs the administrative tasks related to the group's day-to-day business operations, and provides administrative support to the Board and any Committees. Under the Board's direction, the Executive Director will identify, develop, and conduct the necessary actions to meet TWNA's stated objectives. Other duties of the Executive Director can include:
 - a.** Organizing the elections
 - b.** Growing membership
 - c.** Maintaining a current member list database and former/potential prospective membership database, and making that list readily available to members with access restricted to members.
 - d.** Improving outreach, both within and outside the trucking industry.
 - e.** Developing new member-benefit programs.
 - f.** Producing and distributing TWNA's monthly newsletter with assistance and contributions from the Board.
 - g.** Serve as the Corporation's Custodian of Records and Business Agent.
- 3. Voting** – The Executive Director shall be an ex-officio Board member without voting rights at Board meetings, except as needed to break a tie vote.

- 4. Expenditures** – The Executive Director is empowered to make payments on behalf of the organization within certain parameters. Any items approved in the budget do not require additional approval; any transaction exceeding the budgeted amount by 15% requires approval of the Board. Un-budgeted disbursements between \$500 and \$1,000 at any given time require approval by the Chairperson and Treasurer; other un-budgeted disbursements exceeding \$1,000 require approval by the majority of the Board.
- 5. Compensation** – The Executive Director position will be part-time, with adequate compensation to be determined by the Board.
- 6. Annual Review** – The Board of Directors shall review the Executive Director's performance, compensation, and duties at the end of each calendar year.

G. Finance Committee

The Finance Committee shall oversee the financial operations of the organization. The Finance Committee shall consist of the Executive Director (recused from voting on compensation/fee issues), Treasurer, Board Chairperson, and the longest-serving Associate Director. The Finance Committee members shall each individually have the authority to sign checks and other financial documents on behalf of the organization. The Finance Committee shall submit a budget proposal to the entire Board, no less often than once per fiscal year.

H. Corporate Officers

- 1. Designation of Corporate Officers** – The Board Chairperson will serve as the Corporate President and will be named as a Corporate Director, the Board Secretary will serve as the Corporate Secretary and will be named as a Corporate Director, the Board Treasurer will serve as the Corporate Treasurer and will be named as a Corporate Director. The Executive Director will be named as a Corporate Director, and will serve as the Corporation's Business Agent and Custodian of Records.
- 2. Corporate Officer/Director Terms** – The Corporate Officer terms will run concurrent with the related Board terms.
- 3. Corporate Officer Meeting Quorum** – A minimum of three members of the Executive Committee shall be required to constitute a quorum for meetings of the Corporate Officers.

V. VOTING

- A.** Voting on items before the Board shall be by a simple majority of those Directors participating in the meeting, provided a quorum of at least three press Directors and two Associate Directors is present.
- B.** Any Director may call for a full Board vote on an item by requesting same at, or prior to, the meeting. For this purpose, any items subject to a vote must be posted to the meeting agenda one week in advance.

- C. Voting on issues placed before the membership shall be by a simple majority of those members participating in the balloting, provided a quorum of at least 10% of the members and the entire board have submitted ballots.

VI. MEETINGS

- A. TWNA shall hold a general meeting on such day and time as determined by the Board of Directors. Meetings will be occasional, held when a majority of TWNA members are together. This will usually be in conjunction with – but not limited to – well-attended truck trade industry events. Notice of meetings will be made via e-mail and in the newsletter.
- B. Special meetings may be called at the discretion of the Chairperson or shall be called in compliance with a written request by ten members or more. The call for such a meeting shall be in writing and shall state the purpose of the meeting, and no other business shall be transacted. The date of any special meeting shall be set at a time and place convenient to all involved.

VII. ACTIVITIES

TWNA will execute various activities, overseen by standing committees, to promote the organization and its goals, including, but not limited to, the following:

- A. **Technical Achievement Award:** The TWNA Technical Achievement Award recognizes significant new products and services to the commercial vehicle industry and has been presented since 1991.
- B. **TWNA Communications Awards:** Awards are presented for numerous categories of press and public relations/marketing communications work, including writing, design, layout, presentation, and format. This peer-judged program is to be administered by a third-party organization selected by the Board of Directors. The administering organization must be independent of any other relationships with TWNA members and member companies. The 2004 Mid-America Trucking Show was the venue for the first annual TWNA Communications Awards. The TWNA awards program was implemented in 2003.
- C. **Scholarship Program:** TWNA will organize and execute a scholarship program to further the education of a future trucking industry communicator.
- D. **Clearinghouse for Press Conferences:** As a service to both the press and suppliers, TWNA will serve as a clearinghouse for scheduling press conferences to avoid potential conflicts in dates.

VIII. TAX EXEMPTION PROVISIONS

A. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

B. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

C. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

IX. AMENDMENTS

Proposed amendments to TWNA bylaws must be brought before the Board, and passed as a resolution by the majority of the Board. If such amendment represents a significant alteration to the scope or mission of TWNA, the proposed amendment shall then be presented to membership for a vote requiring approval by a simple majority of those Members participating in the balloting, provided a quorum of at least 10% of the Members and the entire Board have submitted ballots (as specified in section V-C).

ADOPTION OF BYLAWS

We, the undersigned, are the Executive Committee of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of six preceding pages, as the bylaws of this corporation.

Dated: May 30, 2006

