



Founded in 1917

UPDATED MAY 2015

NEW YORK/NEW JERSEY FOREIGN FREIGHT FORWARDERS AND BROKERS ASSOCIATION BY-LAWS (2015)

ARTICLE 1 - Name of Association

The name under which the organization shall be known is the NEW YORK/NEW JERSEY FOREIGN FREIGHT FORWARDERS AND BROKERS ASSOCIATION INC.

ARTICLE 2 - Purposes for Which Organization is Formed

The purposes of this organization shall be to cultivate closer relations between those engaged in business as freight forwarders and customs brokers, to promote their joint interests, provide for their mutual protection, to maintain the ethics of the profession at their highest standard, to discuss and interchange ideas concerning traffic matters, and by publicity, conference, and other proper means to promote the general interests of the members by taking unified action in the problems of foreign commerce.

ARTICLE 3 - Membership

Section 1 (Voting Members)

(a) The voting members of this Association shall consist of persons, firms, partnerships, or corporations which regularly transact business through the Port of New York/New Jersey.

(b) To be eligible as a voting member of the Association, the applicant must be authorized to carry on the business of ocean or air freight forwarding, non-vessel operating common carriage, or Customs brokerage by the agency having jurisdiction over such activity. Membership shall automatically cease if a member is no longer authorized to act as an ocean freight forwarder (OTI-1), air freight forwarder (IAC), non-vessel operating common carrier (OTI-2), or Customs broker (CHB), or is no longer engaged in such business.

Section 2 (Affiliated Members)

Affiliated members shall consist of persons, firms, partnerships, or corporations who are not licensed as ocean or air freight forwarders (OTI-1), non-vessel operating common carriers (OTI-2), or customs brokers, but who are engaged in a business related to international trade services. Such affiliate members may attend

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general membership meetings, but may not vote, or hold office or have an interest in the property of the Association.

Section 3 (Honorary Members)

The Board of Governors may elect honorary members of the Association by resolution duly adopted. Honorary members shall be exempted from payment of all fees and dues but shall not be entitled to vote.

Section 4

Every candidate for admission into the Association must be proposed by one full member, seconded by another, over their own signature on blank forms provided for that purpose, and the form shall contain the name and place of business of the candidate, and the members proposing and seconding the candidate. The candidate must be personally known to both proposing members. After the application has been approved by the Membership Committee, such application shall be recommended by the Board of Governors, unless there be an adverse vote of the majority of the Board of Governors at the meeting at which the applicant is voted upon. After the application has been approved by the Board of Governors, notification of the application of said candidate shall be sent to each full member eight days in advance of the meeting at which he shall be balloted upon, and the candidate shall thereafter be elected at such meeting of the Association, provided the candidate's admission shall be approved by three-fourths (3/4) of the members present at the meeting.

Section 5

It shall be the duty of the proposer and the seconder to furnish the Membership Committee of the Association full information regarding the standing and character of the candidate, if they shall be so required.

ARTICLE 4 - Dues

Section 1

The dues for all classes of members shall be such amounts as may from time to time be determined by the Board of Governors.

Section 2

The dues of a newly elected member shall commence and be payable on the first day of the month following his election. Members admitted during a calendar year shall pay dues in proportion to the number of months remaining in the fiscal year, which shall be from January 1 to December 31 of each year. The Secretary shall inform any member if any dues or other indebtedness is unpaid for thirty (30) days and request immediate payment. If the outstanding obligation is not satisfied by the member within thirty (30) days after demand, the delinquent shall be reported to the Board of Governors at its next meeting and shall, upon majority vote of the Board of Governors present at the meeting, be stricken from the membership of the Association. Legal proceedings may be instituted for the collection of all arrears.

Section 3

Membership dues shall not be refunded pro-rata to exiting members of the Association.

ARTICLE 5 - Annual Election

Section 1

At the annual meeting of the Association to be held in June of each and every year, officers of the Association shall be elected by ballot for a term of two years by the full members. At the same time and in

the same manner, three members of the Board of Governors shall be elected by ballot for a term of three years. The term of every officer and member of the Board of Governors shall be continuous until his successor has been elected and qualified.

Section 2

Only voting members (or an employee of a voting member) in good standing with the Association shall be eligible for election to the Board of Governors.

ARTICLE 6 - Board of Governors, Officers and Their Duties

Section 1

(a) The officers shall consist of the President, Vice President-Exports, Vice President-Imports, Vice President-Education, Secretary, and Treasurer, who shall be members of the Board of Governors. The President, Vice President-Exports, Vice President-Imports, Vice President- Education, Secretary, and Treasurer shall hold office for two years each, or until their successors are elected and take office. The President, Vice President-Exports, Vice President-Imports, Vice President- Education, Secretary, and Treasurer, and the immediate ex-President, who shall have the title of Chairman of the Board, and the remaining nine members shall constitute the Board of Governors of the Association.

(b) The Chairman of the Board is a non-voting member of the board.

Section 2

The officers shall be elected by ballot at the annual meeting of the Association.

Section 3

(a) The President of the Association, or in the President's absence, the Vice-President-Exports, and in the latter's absence the Vice-President-Imports shall preside at all meetings of the Association and the Board of Governors, and shall perform all the duties usually devolving upon a presiding officer.

(b) The ex-President, at the end of his term of office, shall become the Chairman of the Board and continue to be a member of the Board of Governors until the President then presiding shall become an ex-President, at which time the ex-President then presiding shall cease to continue as one of the voting members of the Board of Governors, unless the ex-President shall have been elected as such member, or be entitled to be a member thereof by reason of his holding such office as shall make that person eligible as such member.

(c) The ex-President, after completing a term as Chairman of the Board, shall become a Senior Counselor, with a seat and voice on the board, but without a vote.

Section 4

The Secretary shall notify each member of the Board of Governors of all its meetings and of the annual meeting, issue all other authorized notices to members or other persons, make and keep a true record of all meetings of the Board of Governors and the Association, have custody of the By-Laws, propositions for membership, Corporate Seal, conduct the correspondence and execute all such writings as he may be officially instructed and authorized and shall notify the membership, as provided herein, of all propositions for membership. He shall also draw all vouchers and have them properly approved before presentation to the duly authorized officers for payment.

Section 5

The Treasurer shall be charged with the collection and custody of the funds of the Association and their disbursements upon vouchers drawn by the Secretary and as approved by the duly authorized officers of the Association. This officer may execute a bond (at the expense of the Association) satisfactory to the Board of Governors in such amount as it may deem sufficient and shall keep the funds of the Association deposited in the name of the Association in such bank as may be approved by the Board of Governors. This officer shall at the annual meeting of the Association and at such other times, when requested by the Board of Governors, make a full written report covering the financial transactions of the Association.

Section 6

It shall be the duty of the Board of Governors and they shall be vested with the power to manage the affairs of the Association. The officers and Board of Governors shall perform their duties without remuneration. The Board of Governors is empowered to appoint an Executive Director and to fix the remuneration of the Executive Director and others rendering services and retain counsel to the Association.

Section 7

A vacancy in any office or on the Board of Governors may be filled for the unexpired term by a majority vote of the members of the Board.

Section 8

Should any member of the Board of Governors fail to attend consecutive meetings of the Board, his or her seat may be declared vacant at the discretion of the Board of Governors.

Section 9

Should any member of the Board no longer qualify for membership under Section 1 of Article 3, he or she must re-establish his or her membership qualification within 180 days from the date on which his or her membership ceased.

ARTICLE 7 – Committees and Their Duties

Section 1

The President, as required, after the election at the annual meeting shall appoint Standing Committees to be composed of not less than three members each in areas such as: Membership Committee, Auditing Committee, Government Advocacy Committee, Transportation Committee, Import Committee and Education Committee and also designate their Chairman where necessary.

Section 2

The Membership Committee shall pass upon applications for membership, reporting their recommendations to the Board of Governors. The Membership Committee shall also be responsible for undertaking efforts aimed at recruiting new members to the Association.

Section 3

The Auditing Committee shall at least twice each year audit the accounts and vouchers of the Treasurer and report to the Board of Governors and to the Association, at the next regular meeting following each audit.

Section 4

The Government Advocacy Committee shall concern itself with regulatory matters, legislation, public relations with executive and regulatory departments and other governmental matters relating to exports and imports which may affect the welfare of the Association and members thereof.

Section 5

The Transportation Committee shall attend to and report to the Association all matters pertaining to the relationship between the members and ocean, land, sea, and air carriers and conferences and representatives thereof. The Vice President-Exports shall be chairman of the Transportation Committee.

Section 6

The Import Committee shall attend to and report to the Association all matters pertaining to customs brokers, imports, and the U.S. Customs and Border Protection, and U.S. Immigration and Customs Enforcement Service. The Vice President-Imports shall be chairman of the Import Committee.

Section 7

The Education Committee shall be responsible for keeping the Association apprised of new developments in matters affecting the international trade community. The Vice President-Education shall be chairman of the Education Committee.

Section 8

The President may appoint such Special Committees as may be necessary to deal with particular matters affecting the business of the full members.

ARTICLE 8 - Censure, Suspension, and Expulsion of Members

If the conduct of any member shall appear to the Governors to be disorderly, prejudicial to the character and welfare of the Association, contrary to or in violation of its By-Laws or rules, or if a member has been adjudicated to be in violation of any federal or state law or regulations issued there under, the Board of Governors may notify that person thereof, in writing, by registered mail, of the nature of the offense charged and the time appointed when that person may be heard in his defense before the Board of Governors, if such offense in the minds of the Board of Governors warrants censure, suspension or expulsion, the Board of Governors shall by majority vote make recommendation to the membership for its final action. At least ten (10) days shall elapse between the service of such notice and of said meeting. The censure, suspension, or expulsion of a member shall be by three-fourths (3/4) vote of the members present at the meeting. Any hearing may be adjourned from time to time by the Board of Governors in its discretion, but any member thereof who shall not have been present at every meeting of the said Board of Governors at which evidence is taken or at which an accused members or a member whose conduct is involved in the hearing is heard, shall not participate in its final decision.

ARTICLE 9 - Resignations

The (All) resignation(s) of a member shall be in writing to the Secretary and be subject to acceptance by the Board of Governors. Such acceptance shall not constitute a waiver of any indebtedness of the member of dues or other obligations to the Association (but no resignation shall be accepted by the Board of Governors

while the member offering it is indebted to the Association in any amount either in dues or otherwise.) Any person ceasing to be a member of the Association forfeits all interest in or claim to the property of the Association.

ARTICLE 10 - Meetings of the Board of Governors and Membership

Section 1

The Board of Governors shall meet at least four times a year at the call of the President.

Section 2

Special meeting of the Board of Governors shall be called by the President whenever the President deems it necessary, or whenever requested by three members of the Board.

Section 3 (Board of Governors Meetings)

Board of Governors meetings shall be called to order on the day appointed, at such time and place as the President may direct, or as soon thereafter as a quorum may be present and in the absence of the President or a Vice-President, a member shall be selected to preside. Seven members of the Board shall constitute a quorum. The Board shall use its discretion in setting the order of business at its meetings, which shall relate to subjects such as:

1. Calling of the roll.
2. Reading of Minutes.
3. Reports of Treasurer, Secretary, Executive Director, Standing and Special Committees and Counsel.
4. Motions and resolutions.
5. Applications for Membership.
6. General Business.

Section 4

The annual meeting of the Association for the election of officers and members of the Board of Governors, and the transaction of such other business as may come before it, shall be held in June of each year. Officers shall assume their duties immediately upon election.

Section 5 (Membership Meetings)

At least four regular meetings of the Association shall be held in each year at such date, time and place as the President may appoint. The Board of Governors shall use its discretion in setting the order of business at membership meetings, which shall relate to subjects such as:

1. Call to order and recognition of sponsor.
2. Calling the Roll.
3. Reading Minutes of previous meeting.
4. Report of the Board of Governors.
5. Reports of Committees and Counsel.
6. Election of New Members.
7. Unfinished business.
8. New business.
9. General discussion.
10. Closing.

Section 6

Special meetings of the Association shall be held upon the call of the President, a Vice-President, three members of the Board of Governors, or by the President upon the written request of ten members, addressed to him, within ten (10) days after receipt thereof. At special meetings no business shall be transacted except such as shall be specified in the call.

Section 7

One-third (1/3) of the full members of the Association shall constitute a quorum at all meetings of the Association.

Section 8

(At a regular meeting of the Association at) At least thirty (30) days before the Annual Meeting in June, the President shall appoint a Nominating Committee of three full members (shall be chosen by ballot) to prepare a list of candidates for the offices to be filled at the annual election and (the three receiving the highest number of votes cast shall constitute) the Committee (with power) shall elect its own Chairman. (Not more than three names of candidates for member of a Nominating committee shall be written on any ballot so cast, nor shall any names appear twice on the same ballot.) No officer of the Association shall be eligible to serve on this Committee. No member may be nominated without first obtaining his consent. The slate of officers and members of the Board of Governors shall be published to the membership at least fifteen days prior to the annual meeting in June. Additional nominations from the floor may be made at the annual meeting provided that a list of such candidates signed by at least fifteen (15) members is delivered to the Secretary or the Executive Director within five (5) days after publication of the slate presented by the Nominating Committee. The Secretary shall promptly give notice to full members by mail or e mail of additional nominations received for any office.

Section 9

No member in arrears for dues or other indebtedness to the Association shall be eligible to vote at the annual election.

Section 10

At the annual meeting in June there shall be chosen by ballot two members who shall serve as inspectors of election provided there is an opposition slate to that of the Nominating Committee. No member shall vote for more than two persons as inspectors of election.

ARTICLE 11 - Interpretation of and Amendments to the By-Laws,

Section 1

All questions of constructions and content of the By-Laws shall be decided by the Board of Governors and such decisions shall control until reversed or altered by a two-thirds (2/3) vote of the Association.

Section 2

The By-Laws may be amended by a two-thirds (2/3) vote of those present at any regular or special meeting, provided that a copy in writing of the proposed amendment and a notice of the meeting at which said proposed Amendment shall be acted upon shall be mailed or e-mailed to each member at least eight (8) days preceding the date of said meeting.

Section 3

The provisions of these By-laws may be suspended at any meetings of the Association for the duration of the meeting only, by the unanimous consent of the members present at such meeting.

ARTICLE 12 - Rules of Procedure

The rules of procedure at meetings of the Association, of the Board of Governors and of Committees shall be according to Roberts Rules, so far as applicable, and when not inconsistent with the By-Laws of the Association.

ARTICLE 13 - Corporate Seal

The Corporate Seal of the Association shall be circular in form and shall bear the name of the Association and the year of its incorporation.

ARTICLE 14 - Anti-Trust Statement

Section 1

The Board of Directors, Committees and Sub-Committees meet to discuss information that enables the NEW YORK/NEW JERSEY FOREIGN FREIGHT FORWARDERS AND BROKERS ASSOCIATION INC. to fulfill its mission as a trade association representing the Customs Brokerage, Freight Forwarding (OTI-1), and NVOCC (OTI-2) industry in the New York / New Jersey metropolitan area. The Association is committed to the growth and well being of the industry through its role as:

1. A pro-active advocate for the industry.
2. The recognized spokesperson on behalf of the industry to the government, media, trade and general public.
3. The leader in conducting research, assembling statistical and other relevant data concerning the industry, and disseminating the information.
4. An educator for our members and customers.
5. A forum for interaction that addresses the key issues confronting the industry.

Section 2

Association meetings may and should be occasions where members and representatives:

1. Discuss how the Association can best carry-out its mission
2. Plan and develop programs to meet the needs of the members of the association.

Section 3

The Association, through its meetings, functions, or other means cannot:

1. Discuss prices, pricing policies, or any marketing policy which will have a direct or indirect effect on pricing.
2. Confer about division or allocation of sales territories or customers.
3. Establish blacklists or boycotts of suppliers, purchasers or competitors.
4. Coerce members to implement particular programs or policies.
5. Resolve problems particular to a single member or a small select group of members.