

**BYLAWS  
OF  
AMERICAN TRUCKING ASSOCIATIONS, INC.**

**ARTICLE I  
NAME**

1. The name of this corporation shall be: AMERICAN TRUCKING ASSOCIATIONS, INC., referred to herein as "this corporation" or "ATA".

**ARTICLE II  
MEMBERSHIP**

1. General - The membership of ATA shall be composed of companies, including independent owner-operators, engaged in the transportation of property by truck; companies and individuals engaged in businesses and services allied with truck transportation; and state associations affiliated with ATA.

2. Dues - The Board of Directors or, acting in its stead, the Executive Committee shall have the authority to establish various categories of membership and to establish dues for such categories.

3. Affiliated State Associations - Application for affiliation with ATA may be made by any state association of companies engaged in the transportation of property by truck and whose membership is open to all classes and types of truck operators. Such application should be submitted to the ATA Board of Directors, which shall establish requirements for affiliation. No certificate of affiliation shall be granted to any applicant which is domiciled in any state in which a state association holding affiliation with ATA is domiciled. For administrative and operating purposes, the Board of Directors may designate such regions of states and state associations as may be appropriate. Whenever the word "state" is used in this section or elsewhere in these bylaws it shall include the District of Columbia.

4. Revocation of Certificates of Affiliation - Any certificate of affiliation granted to any state association may be revoked for cause by the Board of Directors or Executive Committee.

5. Conferences - The Board of Directors or, acting in its stead, the Executive Committee may establish, or may authorize the affiliation of, natural conference groups for the several different natural classes of operation within the trucking industry. Such conferences shall conform to such standards of organization and performance as may be established by the Board of Directors or Executive Committee.

6. Councils - The Board of Directors or, acting in its stead, the Executive Committee may establish councils for professional development and educational purposes within the trucking industry. Such councils shall conform to such standards of organization and performance as may be established by the Board of Directors or Executive Committee.

7. Independent National Associations - The Board of Directors or, acting in its stead, the Executive Committee may recognize as an affiliate organization, an independent national association encompassing and representing other than for-hire motor carrier interests, whose members share interests parallel to those of ATA. Such independent associations, for purposes only of their relationship with ATA, will conform to the standards of organization and performance as may be established by the Board of Directors or Executive Committee, and shall have the rights, privileges and responsibilities as determined by the Board of Directors or Executive Committee.

8. Annual Meetings - There shall be held an annual meeting of the membership at such time and place as may be set by the Chairman of the Board of Directors.

### **ARTICLE III BOARD OF DIRECTORS**

1. Composition - The management of the overall policy and direction of this corporation is vested in the Board of Directors. The Board of Directors shall include the following: the Chairman of the Board, First Vice Chairman, Second Vice Chairman, Vice Chairmen, Treasurer, Secretary, Past Chairmen of the Board ex officio, Vice Presidents at Large, Vice Presidents at Large-Emeritus ex-officio, State Vice Presidents, Conference Vice Presidents, a representative of a business or service allied with the trucking industry, a representative of the Trucking Association Executives Council and the chairmen of the following:

- ATA Audit Committee
- ATA Litigation Center
- American Transportation Research Institute
- Trucking Political Action Committee of the American Trucking Associations, Inc. (American Trucking PAC)
- Carrier Policy Committees
- Small Carrier Committee

2. Terms of Office - (a) The terms of office of Directors, except for ex-officio Directors, and Directors appointed by the Chairman of the Board, shall be one year and shall begin at the adjournment of the Annual Meeting of the Board of Directors and shall extend until the adjournment of the next Annual Meeting. Directors appointed by the Chairman of the Board shall remain in office until their successors assume their duties. Directors shall be eligible for re-election or reappointment by the Chairman of the Board, as applicable, in accordance with these bylaws. State Vice Presidents and Conference Vice Presidents shall be certified to ATA as Directors not less than thirty days prior to the Annual Meeting of the Board of Directors. State associations and conferences may elect Alternate Vice Presidents, who, if duly certified and possessing all the qualifications of Directors, may serve in the capacity of State Vice Presidents and Conference Vice Presidents, as applicable, in their absence.

3. Qualifications -- All members of the Board of Directors must be members of a state association affiliated with ATA and members in good standing of ATA.

4. Voting - Each Director shall be entitled to one vote. A Director may designate an individual who is a full-time employee of that member's company (including subsidiaries and

parents) as an “alternate” for purposes of Board of Directors participation. Alternates for members elected or designated by groups outside of the Corporation (for example, the ATA Litigation Center, the Conferences or TAEC) shall be determined by the group electing or designating the member. Designation of alternates shall be made in writing to the Chairman of the Board and the Assistant Secretary of the Board of Directors and shall be in effect for so long as the designating Director remains a Director, unless otherwise revoked in writing by the Director. In the event of the Director’s absence from a meeting, the alternate shall be empowered to act on behalf of the Director. The alternate shall count towards any quorum requirement and shall have such voting powers as the Director who made the designation, but in no instance shall any one person be entitled to more than one vote.

5. Annual and Regular Meetings - There shall be held an Annual Meeting of the Board of Directors at such time and place as may be set by the Executive Committee. In addition to the Annual Meeting, there shall be one or more additional regular meetings of the Board of Directors, at such time and place as may be set by the Executive Committee.

6. Special Meetings - Special meetings, or a call for mail, e-mail, facsimile or other wire votes, of the Board of Directors may be called from time to time by the Chairman of the Board or the Executive Committee for matters arising between meetings of the Board of Directors.

7. Vacancies - The Board of Directors shall have the authority to fill any Director vacancy, except those positions of State Vice President, Conference Vice President or those positions appointed at the discretion of the Chairman of the Board. In filling vacancies, the Board of Directors shall consult with the Nominating Committee.

8. Limitation on Holding Office - No person shall hold more than one position on the Board of Directors.

9. Attendance Requirements - All Directors with the exception of ex-officio Directors shall be determined to have vacated their director positions and shall not be eligible for re-election or re-appointment to a director position in the following year if such individual missed two consecutive annual or regular meetings in any one calendar year in which he or she serves. If such Director holds an officer’s position or seat on a committee, that person shall also be determined to have vacated such position or seat in accordance with this provision. If such Director is a member of the Executive Committee, said Director’s attendance at any one Executive Committee meeting in any one calendar year shall fulfill the Board of Directors meeting attendance requirement as set forth in this Section 9 for that same calendar year. The Board of Directors, at its discretion, may waive this attendance requirement if valid circumstances have prevented an individual’s attendance at meetings of the Board of Directors.

#### **ARTICLE IV OFFICERS**

1. Officers - The officers of this corporation shall be: Chairman of the Board, First Vice Chairman, Second Vice Chairman, Vice Chairmen (2), President, Secretary, Treasurer, and such Assistant Secretaries as the Board of Directors or Executive Committee may designate. Each officer, except the President and the Assistant Secretaries, must be a member in good standing of

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ATA and of a state association affiliated with this corporation and an owner, officer, or operating official of an operating motor carrier, private or for-hire.

2. Chairman of the Board - (a) The Chairman of the Board shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors. The Chairman of the Board shall preside at all meetings of the Board of Directors and annual membership meetings, promote and foster the interests of ATA and the trucking industry, and perform the duties customarily required of such an officer or assigned by the membership, Board of Directors or Executive Committee.

(b) The Chairman of the Board shall serve from the time of his or her election to the election of his or her successor, but shall not serve for more than one consecutive year, unless otherwise provided in these bylaws. Upon completion of such term, the Chairman of the Board shall automatically become a Past Chairman.

(c) The office of Chairman of the Board shall carry no salary; however, the Chairman of the Board shall be reimbursed for expenses incurred in the performance of the duties of the Chairman of the Board.

3. First Vice Chairman - (a) The First Vice Chairman shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors. In the absence of the Chairman of the Board, the First Vice Chairman shall preside at meetings of the Board of Directors and annual membership meetings, and shall succeed to the Chairmanship in the event of the death or disability of the Chairman of the Board. Such succession shall not preclude election of the First Vice Chairman to a full term as Chairman of the Board at the next Annual Meeting of the Board of Directors. The First Vice Chairman shall have such other duties as may be assigned to him/her by the Chairman of the Board, the Board of Directors or the Executive Committee. The First Vice Chairman shall not serve for more than one consecutive year.

(b) The First Vice Chairman shall be considered as being entitled to first consideration for election as Chairman of the Board and shall be elevated to that office unless there are unusual or special reasons of compelling importance to the industry to warrant departure from this practice.

4. Second Vice Chairman – (a) The Second Vice Chairman shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors. In the absence of the Chairman of the Board and the First Vice Chairman, the Second Vice Chairman shall preside at meetings of the Board of Directors and annual membership meetings, and shall succeed to the First Vice Chairmanship in the event of the death or disability of the First Vice Chairman. Such succession shall not preclude election of the Second Vice Chairman to a full term as First Vice Chairman at the next Annual Meeting of the Board of Directors. The Second Vice Chairman shall have such other duties as may be assigned to him/her by the Chairman of the Board, the Board of Directors or the Executive Committee. The Second Vice Chairman shall not serve for more than one consecutive year.

(b) The Second Vice Chairman shall be considered as being entitled to first consideration for election as First Vice Chairman and shall be elevated to that office unless there are unusual or special reasons of compelling importance to the industry to warrant departure from this practice.

5. Vice Chairmen - At the Annual Meeting of the Board of Directors there shall be elected two Vice Chairmen, who shall have such duties as may be assigned to them by the Chairman of the Board, the Board of Directors or the Executive Committee. Vice Chairmen shall not have any automatic right of succession to the positions of Chairman of the Board, First Vice Chairman or Second Vice Chairman. Each Vice Chairman shall not serve for more than three consecutive years.

6. President - The President shall be selected by the Board of Directors. The President shall be the chief executive officer of this corporation and, under authority and direction of the Board of Directors and the Executive Committee, shall supervise, coordinate and direct the activities, programs and staff of ATA.

7. Past Chairmen - Any person who has served as Chairman of the Board of Directors of this corporation, shall automatically become a Past Chairman, and shall serve in that capacity, as an ex officio Director, retaining full voting privileges subject to the Qualifications in Article III, Section 3.

8. Vice Presidents at Large - At the Annual Meeting of the Board of Directors there shall be elected no more than sixty Vice Presidents at Large. In proposing the names of persons to be nominated to these positions, the Nominating Committee shall give due consideration to appropriate regional representation, type and size of business, and company and personal participation in the affairs of the industry and ATA.

9. Vice President at Large-Emeritus - The Board of Directors may confer emeritus status upon individuals deemed deserving of special recognition in honor of the person's longstanding contributions and service to ATA. A person holding emeritus status shall serve as an ex-officio Director, shall retain full voting privileges, and may serve on any committee as appointed by the Chairman of the Board. Vice Presidents at Large-Emeritus shall retain such status unless the Board of Directors by a majority vote should declare such status terminated or until such time as the Vice President at Large Emeritus notifies the Board of Directors of his/her resignation from such position.

10. State Vice Presidents - (a) Each state association affiliated with this corporation shall elect a State Vice President, who shall be chosen in the manner determined by the affiliated association. State Vice Presidents shall assume office as of the date of certification to ATA of their election by their respective state associations, shall remain in office until their successors assume their duties, and shall be eligible for re-election. State Vice Presidents must be affiliated with an ATA member company.

(b) Each state association may elect an Alternate State Vice President, who, if duly certified and possessing the qualifications required of the State Vice President, may serve in the capacity of State Vice President in his or her absence.

11. Conference Vice Presidents - (a) Each Conference established under Article II shall elect a Conference Vice President, who shall be chosen in a manner determined by the individual Conference. Conference Vice Presidents shall assume office as of the date of certification to ATA of their election by their respective Conferences, shall remain in office until their successors

assume their duties, and shall be eligible for re-election. Conference Vice Presidents must be affiliated with an ATA member company.

(b) Each Conference may elect an Alternate Conference Vice President, who, if duly certified and possessing the qualifications required of the Conference Vice President, may serve in the capacity of Conference Vice President in his or her absence.

12. Secretary - The Secretary shall be elected by the Board of Directors at the Annual Meeting. The Secretary shall act as secretary of the corporation and shall perform such other duties as are assigned by the Board of Directors or the Executive Committee. Assistant Secretaries may be designated by the Board of Directors or the Executive Committee as circumstances may require.

13. Treasurer - The Treasurer shall be elected by the Board of Directors at the Annual Meeting. The Treasurer shall have charge of and be responsible for the funds of this corporation. The Treasurer shall furnish such bond as may be required by the Board of Directors. The Treasurer shall be responsible to insure that at least annually full financial disclosure of ATA operations, including that of any subsidiary or affiliated organizations related thereto, is provided to the Board of Directors or the Executive Committee.

14. Terms of Office - The terms of office of all officers and directors, except the President, Assistant Secretaries, Past Chairmen, and the State Vice Presidents and Conference Vice Presidents, shall commence upon the adjournment of the Annual Meeting of the membership and shall continue until the adjournment of the next Annual Meeting of the membership. Officers shall be eligible for re-election or reappointment, as applicable, in accordance with these bylaws.

15. Limitation on Holding Office - No person shall hold more than one position as an officer of the corporation.

16. The Board of Directors shall have the authority to fill any officer vacancy, except those in the positions of State Vice President, Conference Vice President or those positions appointed at the discretion of the Chairman of the Board. In filling vacancies, the Board of Directors shall consult with the Nominating Committee

## **ARTICLE V COMMITTEES**

1. Executive Committee - (a) There shall be an Executive Committee which shall be authorized to function for this corporation between meetings of the Board of Directors and to perform such responsibilities as are assigned to it by these bylaws, including managing the overall affairs of the corporation. Any matter of industry policy adopted by the Executive Committee between meetings of the Board of Directors shall be considered by the Board of Directors at its next regularly scheduled meeting or a special meeting if called pursuant to Article III.6, and the Executive Committee action shall be effective until any final action of the Board of Directors. The Executive Committee shall consist of the Chairman of the Board, First Vice Chairman, Second Vice Chairman, Vice Chairmen, Secretary, Treasurer, Immediate Past Chairman, a representative of a business or service allied with the trucking industry, a representative of the Trucking Association Executives Council, one representative of each Conference (as designated by each

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Conference and subject to the qualifications established by the Board of Directors), the chairmen of the following:

- ATA Audit Committee
- ATA Litigation Center
- American Transportation Research Institute
- Trucking Political Action Committee of the American Trucking Associations, Inc. (American Trucking PAC)
- Small Carrier Committee
- Nominating Committee

and such other members of the Board of Directors to be appointed by the Chairman of the Board as set forth in V.1.(b).

(b) In making any appointments under V.1.(a), the Chairman of the Board shall ensure, with respect to all motor carrier members, that the total composition of the Executive Committee is equally distributed among large and small carriers as determined by the Bylaws Committee based on dues paid; provided further that the Bylaws committee shall set a threshold dues payment for the small carriers whereby the small carrier representation on the Executive Committee shall be equally distributed among small carriers above and below that threshold. For purposes of this paragraph, equal distribution shall permit a ten percent plus or minus variance from the number of individuals per class resulting from equal division by half of the applicable group. The total number of members of the Executive Committee shall be set from time to time by the Bylaws Committee and shall be no less than 48 and no more than 65.

(c) There shall be at least three regular meetings of the Executive Committee annually. Special meetings, or a call for mail, e-mail, facsimile or other wire votes, may be called by the Chairman of the Board or upon the request of a majority of the Executive Committee.

(d) The Immediate Past Chairman of the Board of Directors shall serve as Chairman of the Executive Committee. In the event of the inability of the Immediate Past Chairman of the Board to serve, the Chairman of the Board shall serve as the Chairman of the Executive Committee or shall designate a member of the Executive Committee to serve.

(e) No employee of ATA shall serve on the Executive Committee.

(f) All Executive Committee members appointed by the Chairman of the Board shall serve for a one year term. No individual eligible for appointment by the Chairman of the Board shall have served for more than three consecutive years, unless required to satisfy the equal distribution requirements in V.1.b.

(g) A member of the Executive Committee may designate an individual who is a full-time employee of that member's company (including subsidiaries and parents) as an "alternate" for purposes of Executive Committee participation. Alternates for members elected or designated by groups outside of the Corporation (for example, the ATA Litigation Center, the Conferences or TAEC) shall be determined by the group electing or designating the member. Designation of alternates shall be made in writing to the Chairman of the Executive Committee and Assistant Secretary of the Executive Committee and shall be in effect for so long as the designating member

remains a member of the Executive Committee, unless otherwise revoked in writing by the member. In the event of the member's absence from a meeting, the alternate shall be empowered to act on behalf of the member. The alternate shall count towards any quorum requirement and shall have such voting powers as the member who made the designation, but in no instance shall any one person be entitled to more than one vote.

2. Nominating Committee - The Chairman of the Board of Directors shall each year appoint a Nominating Committee of eleven members, of which at least six shall be Past Chairmen of the Board of Directors and shall include the Immediate Past Chairman and the second Immediate Past Chairman of the Board of Directors. The second Immediate Past Chairman of the Board of Directors shall act as Chairman of the Nominating Committee and the Immediate Past Chairman of the Board of Directors shall act as Vice Chairman of the Nominating Committee. In the event that either the second or immediate Past Chairman of the Board of Directors is unable to serve, the Chairman of the Board of Directors may appoint another individual to serve as Chairman of the Nominating Committee. The Nominating Committee shall have a quorum of six members present at all times during its sessions. The Nominating Committee shall develop a slate of candidates for the office of Chairman of the Board, First Vice Chairman, Second Vice Chairman, Vice Chairmen, Vice Presidents at Large, Vice Presidents at Large–Emeritus, Secretary and Treasurer, but the Nominating Committee may not nominate one of its own members for the office of Chairman of the Board, First Vice Chairman, Second Vice Chairman, or Vice Chairmen. The Nominating Committee is authorized to fill a vacancy in the position of Vice President at Large that occurs between meetings of the Board of Directors by a vote of two-thirds of the Committee. Such Vice President at Large shall serve until the next Annual or Regular Meeting of the Board of Directors, at which time the Board may re-elect that individual. Meetings, or a call for mail, e-mail, facsimile or other wire votes may be called by the Nominating Committee Chairman or upon the request of a majority of the Nominating Committee.

3. Management Committee - There shall be a Management Committee which shall be comprised of the Chairman of the Board, the Immediate Past Chairman, the First Vice Chairman, the Secretary and the Treasurer. It is recognized that in the interim periods between meetings of the Executive Committee, certain issues may arise concerning the financial and administrative affairs of the corporation and that the Management Committee shall have the authority to act on behalf of the Executive Committee on such matters. Meetings, or a call for mail, e-mail, facsimile or other wire votes may be called by the Chairman of the Board for matters arising between meetings of the Executive Committee.

4. Strategic Priorities Committee: (a) The Chairman of the Board of Directors shall each year appoint a Strategic Priorities Committee of twelve to fifteen members, which shall include the First Vice Chairman and the TAEC Chair. The First Vice Chairman shall act as Chairman of the Strategic Priorities Committee. In making appointments to the Strategic Priorities Committee, the Chairman of the Board shall ensure, with respect to motor carrier members, that the composition of the Committee includes representatives of major industry segments and of small, medium, and large carriers. The Executive Vice President of Advocacy shall serve as staff liaison to the Committee.

(b) There shall be at least three regular meetings of the Strategic Priorities Committee annually. Special meetings, or a call for mail, e-mail, facsimile or other wire votes, may be called by the Chairman of the Board or the Chairman of the Strategic Priorities Committee. The



Committee shall annually identify and recommend to the Executive Committee a prioritized list of ATA's legislative initiatives. Unless otherwise directed by the Executive Committee, the Strategic Priorities Committee will prepare its annual list by December 1 of each year. The Strategic Priorities Committee may revise its list of ATA legislative priorities at any time between meetings of the Executive Committee, in response to new information or changing circumstances. If the Committee makes such revisions, it shall promptly communicate the revised priority list to the Executive Committee for notification purposes.

5. Audit Committee - There shall be an Audit Committee consisting of seven members appointed for one-year terms by the Chairman of the Board, who shall designate one of the members as Chairman. The committee shall have the responsibility for examining the financial affairs and operations of the corporation, and for making appropriate recommendations to the Executive Committee, and Board of Directors. Meetings, or a call for mail, e-mail, facsimile or other wire votes may be called by the Audit Committee Chairman or upon the request of a majority of the Audit Committee.

6. Bylaws Committee – There shall be a Bylaws Committee which shall be comprised of the members of the Nominating Committee plus the Chairman of the Board, the First Vice Chairman, and the Treasurer. The Chairman of the Board shall serve as Chairman of the Bylaws Committee. The committee shall be responsible for reviewing and administering the Bylaws to ensure they are appropriate and align with the best interests of the Corporation. Meetings, or a call for mail, e-mail, facsimile or other wire votes may be called from time to time by the Chairman of the Bylaws Committee or upon the request of a majority of the Bylaws Committee.

7. Revenue Committee – There shall be a Revenue Committee which shall be comprised of no less than 10 and no more than 15 motor carrier members, to be appointed by the Chairman of the Board, plus the Treasurer. Committee members shall be appointed for a term of one year but may be eligible for reappointment. The Treasurer shall serve as chairman of the committee. The committee shall monitor ATA's various revenue streams and make recommendations for appropriate changes. The Committee shall review ATA membership dues schedules annually and report to the Executive Committee at its October meeting with any recommendations for adjustments. Meetings, or a call for mail, e-mail, facsimile or other wire votes may be called from time to time by the Chairman of the Revenue Committee or upon the request of a majority of the Revenue Committee.

8. Carrier Policy Committees – (a) The Chairman of the Board may create, and shall appoint the members and Chairman and Vice Chairman of, Carrier Policy Committees to consider matters of industry policy. In the absence of the Chairman of a Carrier Policy Committee, the Vice Chairman of the Carrier Policy Committee shall be vested with the authority of the Chairman. Participation on Carrier Policy Committees shall be open to all ATA members. Carrier Policy Committees shall meet during the Annual and any regular meetings of the Board of Directors. Special meetings, or a call for mail, e-mail, facsimile or other wire votes of a Carrier Policy Committee may be called by the Carrier Policy Committee Chairman or upon the request of a majority of the Carrier Policy Committee for matters arising between meetings of the Carrier Policy Committee. All members of a Carrier Policy Committee shall be determined to have vacated their positions on the Carrier Policy Committee and shall not be eligible for re-appointment to a position on the Carrier Policy Committee in the following year if such individual misses three consecutive annual or regular meetings of the Carrier Policy Committee. The

Chairman of the Board, at his discretion, may waive this attendance requirement if valid circumstances have prevented an individual's attendance at meetings of the Carrier Policy Committee.

(b) A duly appointed member of a Carrier Policy Committee may designate an individual who is a full-time employee of that member's company as an "alternate" for purposes of Carrier Policy Committee participation. Such designation shall be made in writing to the Chairman of the Carrier Policy Committee and shall be in effect for so long as the designating member remains a member of the Carrier Policy Committee, unless otherwise revoked in writing by the member. In the event of the Carrier Policy Committee member's absence from a meeting of the Carrier Policy Committee, the alternate shall be empowered to act on behalf of the member. The alternate shall count towards any quorum requirement and shall have all such voting powers as the member who made the designation.

9. Other Committees - The Chairman of the Board, the Board of Directors and the Executive Committee may establish such other committees as needs dictate.

10 Committee Chairmen - All committee and subcommittee chairmen shall be appointed annually by the Chairman of the Board for a one year term and shall have such duties and responsibilities as may be assigned to them by the Chairman of the Board, the Board of Directors, or the Executive Committee. No individual may serve for more than three consecutive years as a committee or subcommittee chairman or vice chairman.

## **ARTICLE VI INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS**

1. Indemnification - (a) This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative ( other than any action or suit by or in the right of this corporation) by reason of the fact that the person is or was a director, officer, employee or agent of this corporation or its subsidiaries, or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such suit, action or proceeding (including expenses incurred in connection with the defense of such suit or action) if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence, knowing and intentional misconduct or lack of good faith in the performance of the person's duty to this corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper. The termination of any suit, action or proceeding, whether civil or criminal, by judgment, order, settlement, conviction, or upon a pleas of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in

good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of this corporation or had reasonable cause to believe was unlawful conduct.

(b) Nothing contained in the Article, or elsewhere in these Bylaws, shall operate to indemnify any director, officer, employee or agent if such indemnification is for any reason contrary to law, either as a matter of public policy, or under the provisions of any applicable state or federal law.

2. Notice - Any person seeking indemnification hereunder shall give ATA immediate notice confirmed in writing of any action, suit or proceeding in which such person may be indemnified under the terms of this Article. Failure to give such notice shall void the indemnity obligations of ATA hereunder unless such failure resulted in no detriment to ATA with respect to its obligations hereunder.

3. Procedures - Any indemnification hereunder (unless required by law or order by a court) shall be made by this corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in this Article. Such determination shall be made by the Executive Committee of ATA.

4. Nonexclusivity and Benefit - The indemnification herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, vote of the Board of Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

5. Insurance - (a) This corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of the person's status as such, whether or not this corporation would have the power to indemnify such person against such liability under the provisions of applicable state or federal laws or of these Bylaws.

(b) This corporation's indemnity of any person who is or was a director, officer, employee or agent of this corporation or its subsidiaries, or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be reduced by any amounts such person may collect as indemnification (i) under any policy of insurance purchased and maintained on such person's behalf by this corporation or (ii) from such other corporation, partnership, joint venture, trust or other enterprise.

## **ARTICLE VII AMENDMENTS**

These bylaws may be amended by a majority vote of Directors at any meeting of the Board of Directors, or by call for mail, e-mail, facsimile or other wire votes of the Board of Directors,

provided notice of proposed amendments shall have been published on the ATA website and mailed (including by e-mail, facsimile or other electronic means) to the Board of Directors not less than 10 or more than 90 days prior to the meeting.

## **ARTICLE VIII MISCELLANEOUS**

1. Quorum - (a) A quorum of any meeting of the Board of Directors shall consist of one-third of the members of the Board of Directors, provided, however, that ex-officio Directors shall not be counted for purposes of determining a quorum. A majority of those Directors present at any meeting shall be required to take action, unless otherwise provided for in these bylaws. Actions taken by mail, e-mail, facsimile or other wire votes shall require a majority vote of the Board of Directors.

(b) A quorum of the Executive Committee shall consist of a majority of the members of the Executive Committee. A majority of those members of the Executive Committee present at any meeting shall be required to take action, unless otherwise provided for in these bylaws. Actions taken by mail, e-mail, facsimile or other wire votes shall require a majority vote of the Executive Committee.

(c) A quorum of the Strategic Priorities Committee shall consist of a majority of the members of the Strategic Priorities Committee. A majority of those members of the Strategic Priorities Committee present at any meeting shall be required to take action, unless otherwise provided for in these bylaws. Actions taken by mail, e-mail, facsimile or other wire votes shall require a majority vote of the Strategic Priorities Committee.

(d) A quorum of the Carrier Policy Committees shall consist of one-third of the members of the Carrier Policy Committee. A majority of those members of the Carrier Policy Committee shall be required to take action unless otherwise provided for in these bylaws. Actions taken by mail, e-mail, facsimile or other wire votes shall require a majority vote of the Carrier Policy Committee.

(e) A quorum of all other committees shall consist of a majority of the members of such committee and a majority of those members present shall be required to take action, unless otherwise provided for in these bylaws. Actions taken by mail, e-mail, facsimile or other wire votes shall require a majority vote of the committee.

2. Emergencies - In the event of an officially declared national emergency or other circumstances determined by the Executive Committee to make an Annual Meeting of Directors or an annual membership meeting not feasible, the Executive Committee, at its discretion, may vacate, set aside or postpone such Annual Meeting. In such an event, the incumbent Officers, Board of Directors and Executive Committee shall continue to serve until an Annual Meeting of the Board of Directors is feasible.

3. Notice Concerning Matters of Policy – All matters of ATA industry policy to be acted upon by the Board of Directors or the Executive Committee shall be listed in an agenda provided to members of the Board of Directors or the Executive Committee a reasonable time but no later than 15 days in advance of the meeting of the Board of Directors or the Executive Committee. Any

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matter of ATA industry policy not listed in an agenda provided in advance, as required above, may be discussed but shall be referred to the appropriate Carrier Policy Committee for its recommendation prior to action by the Board of Directors or the Executive Committee. The foregoing restrictions may be waived by a two-thirds vote of the members present of the Executive Committee or the Board of Directors, as the body acting upon the industry policy.

4 Rules of Order - Unless otherwise provided, all proceedings are to be governed by Robert's Rules of Order.

As adopted February 15, 1999; amended February 7, 2000; amended November 1, 2000; amended February 13, 2001; amended October 31, 2001; amended February 12, 2002; amended October 30, 2002, amended February 10, 2004; amended October 18, 2005; amended February 14, 2006; amended October 23, 2007; amended January 29, 2008; amended October 19, 2010, amended May 17, 2011; amended May 22, 2012; amended October 22, 2013, amended October 4, 2016, amended November 16, 2016.