



BYLAWS OF THE TRUCKING INDUSTRY DEFENSE ASSOCIATION

As of June 18, 2016

SECTION I

Offices

The principal office and business address of the Trucking Industry Defense Association shall be 3601 East Joppa Road, Baltimore, MD 21234, or such other place as the Board of Directors shall, from time to time, direct.

SECTION II

Definitions

2.1Members. “Member” is an individual having membership rights in the Association in accordance with the Articles of Incorporation and these By-Laws.

2.2Board of Directors. “Board of Directors” is the group of persons vested with the management of the affairs of this Association, irrespective of the name by which this Group is designated.

SECTION III

3.1Membership. The Association shall have three classes of membership:

- *Attorneys (attorney in private practice)
 - *Industry (trucking, motor carriers (as defined by FMSCA), insurance, legal assistant & paralegals)
 - *All Other (third party administrator, claims adjusting company, structured settlement company, etc.)
- Paralegals qualify if they report to a TIDA member attorney. Membership is terminated when employment ends.

Each member shall have one vote on each matter submitted to a vote at a meeting of the members.

- A. An individual shall be eligible for attorney membership who:
 - i. meets the criteria established by the Board of Directors; and



- ii. has a current and substantial active practice defending trucking companies or companies affiliated with trucking industry litigation; and
- iii. receives superior recommendation by a TIDA member

B. Memberships shall be open to all persons regularly involved in claims management, risk management or other aspects of defending claims against the trucking industry by submission of an application.

Any member in good standing who may become displaced from the industry may remain a member for a period of 180 days without direct employment in the industry. Should that member not secure a position within the industry within that time period, he must relinquish membership until a time at which he/she is again employed. If the displaced member is a member of the Board of Directors, they will retain that position for the 180 days, unless during that period they are subject to reelection and are not reelected.

C. Vendor membership is also open to any person employed by a vendor/consultant business that provides personal injury, property damage or subrogation services to support the trucking industry. Any applications wherein member status is unclear, or where there is a question relating to the type of "ancillary service", will be reviewed by the Membership Committee for determination of membership acceptability.

D. Anyone with principal business as an expert witness or anyone associated with a business entity whose principal business is expert witness or consulting services may not apply to be a member of TIDA.

E. Any member of TIDA, or their organization, firm, subsidiary, affiliate or related business may not represent, consult for or testify on behalf of plaintiffs in a personal injury case against a TIDA industry member or an insured of a TIDA industry member, unless first obtaining written consent or waiver to do so from the TIDA industry member. For purposes of this section, TIDA industry member includes the trucking company or motor carrier that is itself and industry member or who has individual employees who are industry members, and an insurance carrier who is an industry member itself or who has individuals who are industry members. If any firm or organization has even one individual who violates this provision, the entire firm or organization and all current TIDA members from that firm or organization will have their membership revoked. If the case is dropped or resolved after TIDA membership has been revoked, re-application to TIDA by all those removed will be required. TIDA members involved in claims for contribution, indemnity, property damage, workers comp, subrogation, coverage matters and cargo damage are not affected by this provision.



F. Individuals, companies or organizations that have had their membership in TIDA revoked, for any reason other than the non-payment of fees or dues, may not attend TIDA meetings unless approved by the Board of Directors. Members who have had their membership revoked solely for the nonpayment of dues and fees, may attend TIDA meetings upon reinstatement pursuant to Section III, 3.1(H). Non-members may attend TIDA if sponsored and invited by a TIDA member in good standing, unless they have had their TIDA membership revoked and/or if they participate in a field or vocation to which membership in TIDA is excluded. Exceptions to this are subject to Board approval.

G. A requirement for membership in the Association shall be the payment of dues, fees, and/or assessments as required by the Board of Directors. The amount, frequency and calendar dates of payment of such dues, fees and/or assessments shall be determined by the Board of Directors. These fees are subject to change by the Board without notice or restriction.

H. A member, other than an attorney member, may be removed at any time upon a vote of two-thirds of the Board of Directors then voting, for (a) violation of the By-Laws, (b) non-payment of fees or dues, or (c) any other good cause.

An attorney member may be removed at any time, upon a vote of two-thirds of the Board of Directors then voting, for (a) violation of the By-Laws, or (b) any other good cause. An attorney member may be removed at any time for non-payment of fees or dues, at the discretion and upon a majority vote of the Membership Committee. The Committee's decision to revoke the membership of an attorney for non-payment of dues may be made at any time during the calendar year and does not need to be made at or in conjunction with a Board of Directors meeting.

Any member whose membership has been revoked solely because of nonpayment of fees or dues may have membership reinstated upon (a) payment of all past and present dues and fees, including those in arrears and current, (b) a signed written certification that the member is still regularly involved in defending claims or lawsuits against the trucking industry, and (c) approval by majority vote of the Membership Committee. The Committee's decision to reinstate a membership previously revoked for non-payment of fees or dues may be made at any time during the calendar year and does not need to be made at or in conjunction with a Board of Directors meeting.

I. TIDA offers attorney, trucking and insurance professionals educational, resource and networking opportunities to help in the sharing of knowledge and resources in defense of the trucking industry. TIDA members adhere to a unique policy which prohibits unwanted marketing overtures. While we recognize that TIDA membership will lead to the development of professional business relationships, we will not publish or distribute membership mailing lists. Members overtly marketing their business at a meeting or other



TIDA function, or through group correspondence, marketing letters, brochures or electronic communications to TIDA members, will be subject to appropriate response by the Board of Directors and could be subject to membership revocation.

3.2 Annual Meeting. The Association shall meet annually at a location and time chosen by the Board of Directors. Notice of the annual meeting shall be sent to the members not less than 30 days prior to such meetings.

3.3 Quorum.

A. Ten percent of the membership in good standing attending the annual conference shall constitute a quorum for meetings of the general membership.

B. A majority of the members of the Board of Directors shall constitute a quorum for meetings of the Board, except under Section 9.1 concerning the alteration, amendment or repeal of by-laws.

C. A majority of the members of any committee shall constitute a quorum for meetings of the committee.

SECTION IV

Board of Directors

4.1 General Powers. The property, affairs and business of the organization shall be under the care of and managed by the Board of Directors.

4.2 Additional Powers. No action of the Board shall be valid unless taken at a meeting at which a quorum is present except that any action which may be taken at a meeting of the Board, may be taken without meeting if consent in writing setting forth the action to be taken shall be signed by each director either before or after such meeting. For purposes of this section, an email from a director sent from the director's email address is an acceptable form of written consent. Meetings may be by conference call or other electronic means.

4.3 Meetings. The Board shall meet annually at the time of the annual membership meeting of the organization. Additional meetings of the Board may be called by the Executive Committee at any time, or shall be called at the request of any three Board members.



4.4 Rules of Procedure. The agenda for the Board of Directors Meetings shall be as designated by the Executive Committee. The order of business for all meetings shall be governed by Roberts Rules of Order.

4.5 Election of Directors. The Board shall consist of fifteen members, all of whom shall be elected by the members at large at the annual meeting on the following basis:

A. No later than 60 days before the annual meeting, the Board will advise the membership of elections, vacancies and such other information as the board deems appropriate. Forty (40) days prior to the annual meeting, all nominations shall be received by the TIDA Office. No nominations shall be made at the annual meeting. Nominees must be a member in good standing.

B. No later than 30 days before the annual meeting, the board will present a list of eligible candidates to the membership. All valid nominations will be on the voting ballot.

C. At the annual meeting, each candidate may, if he or she chooses, make a short presentation to the membership. An official ballot will be distributed to members for voting. Ballot results will be collected and tallied by the continuing Board of Directors and, at the discretion of The President, by former Board Members and members of the staff of TIDA's Administrators. Results will be announced immediately following the vote.

D. Of the fifteen directors, eight shall represent attorney membership and seven shall be industry members who are employed by trucking companies, insurance companies, TPAs or independent adjusting companies. This ratio may be changed from time to time by a $\frac{3}{4}$ majority vote of the Board.

E. Directors shall be elected to serve three year terms. No elected director shall serve more than three consecutive elected terms. No director may serve more than ten years.

F. If a director cannot complete his/her term, a replacement shall be selected by the members at the annual meeting to complete the term of office. However, the Board, by a vote of two-thirds, may designate an interim Board member at any time after a sitting Board member leaves the Board. The interim Board member must be of the same membership class as the exiting Board member. The interim Board member's term expires at the next annual meeting. Continuation on the Board for interim Board members is subject to membership vote. If an interim Board member is elected to the Board, time served as an interim Board member will not be included in the interim Board member's term limitation.

G. TIDA may reimburse Board members for all reasonable related travel expenses associated with attendance at Board Meetings and any TIDA sponsored meeting,



including seminars, and committee meetings. Board members fees for participation at any TIDA event are also waived.

SECTION V

5.1 Officers

The Officers of the Association shall be the President, President-Elect, Secretary, Treasurer, General Counsel and such other Officers as the President may from time to time appoint. All Officers must be members of the Board of Directors.

The President-Elect will commit to four years of service and be elected by the Board to a two year term as President-Elect and a two year term as President. In any event, both the President and the President-Elect will be elected by the Board. The President-Elect position will allow the incoming President the opportunity to review and understand the procedures before acting as the President of the Association.

In the event the President cannot serve or complete his/her term, the President-Elect shall assume the office of President until the next annual meeting.

All officers shall be appointed by the President at a meeting of the Board to be conducted in person, electronically or telephonically for terms which the Board deems to be appropriate but not to exceed the term of the President.

The President will be exempt from the requirement of re-election to the Board by the general membership if his/her term is scheduled to expire while serving as President. The term of the President shall be extended until he/she has completed his/her term as President.

The President-Elect will be exempt from the requirement of re-election to the Board by the general membership if his/her term is scheduled to expire while serving as President-Elect. The term of the President-Elect shall be extended until he/she has completed his/her term as President.

The President-Elect may act as General Counsel. The President may not act as General Counsel.

SECTION VI

6.1 Committees. The President and the Board may designate Committees as they deem appropriate. This includes determination of the number of participants on the committees and their qualifications. The President has the authority to designate committee



Chairpersons and members, and the duration of their participation on the committees. Participants on planning committees must be members in good standing of TIDA.

SECTION VII

7.1 Indemnification. The Association and its Insurers shall indemnify and hold harmless its directors, officers, employees and agents of the corporation to the extent permitted by law with respect to any payment, whether by settlement, judgment or otherwise resulting from any act of any director, officer, employee or agent while acting in such capacity or on behalf of the Association. The Association and its Insurers shall also be obligated to pay for the attorneys' fees, court costs, bond costs and all expenses associated with any litigation brought against any Association director, officer, employee or agent acting in his or her capacity as such or while acting behalf of the Association.

7.2 Conflict of Interest. No TIDA Member shall take any action, either directly or indirectly, which is detrimental to TIDA goals or these By-Laws.

SECTION VIII

8.1 Fiscal Year. The fiscal year of the Trucking Industry Defense Association shall end on December 31st of each year.

SECTION IX

9.1 Amendments. These Bylaws, may only be altered, amended or repealed by a two-thirds vote of the Board of Directors at an annual or other Board meeting called for that purpose. Notice of proposed changes shall be sent to all Board members at least two weeks in advance of the meeting. With advanced written consent from all Directors, a meeting may be conducted by teleconferencing, videoconferencing or other electronic means which allow active participation and contemporaneous discussion by those attending. For purposes of this Section, an e-mail from a Director sent from the Director's e-mail address is an acceptable form of written consent. For the purposes of this Section only, the required quorum to conduct business concerning the alteration, amendment or repeal of a by-law is two-thirds of the total number of Board members. Board members who are not able to participate in the meeting do not count toward the quorum requirement, however, they may cast a vote via their own e-mail address. A two-thirds vote of the entire Board of Directors and a super majority (8 out of 10) of those Board members constituting the quorum is required for the alteration, amendment or repeal of a bylaw.



SECTION X

10.1 Endowment Fund. The Organization will maintain an Endowment Fund (hereinafter referred to as "The Fund"), the provisions of which are as follows:

A. The Endowment Fund was initially established in 2008 at \$200,000. It is maintained in a separate account. Selection of the account is managed by the Treasurer, and is subject to Board approval and review on an annual basis. The Endowment Account will be maintained in an interest bearing money market account at Vanguard or other Board approved financial company. In the event the Organization's funds are moved to another company, The Fund must continue to be maintained in a separate account with separate check writing capacity.

B. The principal in The Fund will not be spent by the organization (subject to the conditions described in "C" below). The amount to be endowed is 100% of the annual interest of the previous year earned on The Fund. There is no requirement that the full or any part of interest be spent in any given year. Any amount not spent can be carried forward to be spent in a subsequent year.

The Endowment Committee Chair may recommend to the President and Board that the amount to be endowed exceeds the interest earned on the Endowment Account. Inasmuch as the purpose of the endowment is to further TIDA's mission and the amount endowed provides critical support to those organizations selected, and as interest rates will fluctuate thereby potentially substantially reducing the funds available for endowment, the Board has and should continue to consider and approve when appropriate increasing the amount of the endowment. A simple majority of the Board is required for approval of this in accordance with item "D" of this Section.

C. The principal in The Fund may not be spent unless the Board determines there is a Financial Emergency. Approval of the use of such funds will need approvals from both the Board of Directors and membership.

- i.** The determination of a Financial Emergency by the Board will need a vote and approval by 2/3 of the Board members. Vote may take place via any medium.
- ii.** After Board determination of a Financial Emergency, approval by a majority vote of all active TIDA members responding to the vote is required before any portion of the principal in The Fund may be spent. All members will be notified and a vote may take place via any medium. Members will receive a 14 day voting period. A simple majority of responding members will determine approval.



- iii. Any change to this provision of the by-law requires approval by a simple majority vote of TIDA members. All members will be notified and a vote may take place via any medium. Members will receive a 14 day voting period. A simple majority of responding members will determine approval.

D. The Endowment Committee will present recommendations for the disbursement of the endowment interest to the Board of Directors. The determination of the use of the endowment interest is subject to a simple majority vote of the Board. Vote may take place via any medium.

E. Endowment interest payments will be to organizations or individuals that directly or indirectly are aligned with the mission of TIDA, "... to promote risk management, operational economies, and the reduction of costs associated with accidents, claims, and lawsuits." Its contemplated endowment will be in the form of scholarships or grants, and can be a recurring annual endowment.

F. Recommendations for Endowment will be made to the Board by the Chairperson of the TIDA Endowment Committee. The Endowment Committee will consist of six members. The Committee Members will be ex-Presidents of TIDA, if available and willing to serve. At the conclusion of the term of the TIDA President, that individual will be added to the Committee, replacing the ex-President furthest distanced from their term as President. The Committee Chair will be an Endowment Committee member selected by the TIDA President. All members of the Endowment Committee shall continue to be members in good standing in TIDA. If, for some reason, there are not six former presidents of TIDA eligible and willing to serve on the Endowment Committee, then the current TIDA President and the Endowment Committee chair shall mutually agree upon individuals to fill the vacant positions on the Endowment Committee. Such individuals do not need to be former presidents of TIDA, but must have previously served on the TIDA Board of Directors for a minimum of six years, and must remain a member of TIDA in good standing while serving on the Endowment Committee. Such individuals will serve at the pleasure of the President. Excluded from endowment are political parties, persons or organizations affiliated with a political party where the endowment would benefit a political party, organizations that would result in the endowment being classified as "taxable", or any organization or activity that is considered "for profit".