

**Article VII**  
**BOARD OF DIRECTORS**

**Section 1. GOVERNMENT OF THE ORGANIZATION.**

The property, affairs, business and concerns of the Organization shall be vested in a Board of Directors, consisting of such number of directors as is from time to time determined by the Board of Directors up to a maximum of 15 Directors. All Directors must be members in good standing or the designated representative of a member in good standing. Until changed, the number of directors shall be 15 and shall be designated as follows:

**(a.)** There shall be six Designated Directors. Five of the Designated Directors will be known as Carrier Directors and one will be known as an Insurance Company Director. The Board of Directors will select which companies will fill the Designated Director positions not more frequently than once a year. The term of each of the Designated Directors will continue until the Designated Director resigns or is removed pursuant to Section 7. A "Carrier Director" is an employee of a licensed household goods carrier. A Carrier Director may at no time be a prime agent or employee of a prime agent for a carrier. An "Insurance Company Director" is an employee of a licensed insurance company that insures household goods while they are being transported by a household goods carrier or moving agent or are in storage at a moving and storage agent.

**(b.)** The other nine Directors shall be At Large Directors. At large directors shall be representatives from their own respective company or organization. For consideration for nomination, you must also have your own independent CPPC Membership in good standing.

All At Large Directors will be elected by the membership at the Annual Meeting and shall hold office for a term of three years. The terms of At Large Directors will be arranged so that approximately one-third of the At-Large Directors shall be elected annually. The members of the Board shall, upon election, enter into the performance of their duties in office until their successors shall be duly elected.

**Section 2. NOMINATING COMMITTEE.**

The President shall appoint a Nominating Committee consisting of three active members in good standing, whose duty it shall be to recommend at least one member in good standing per available At Large Board seat to be voted on at the Annual Meeting. These recommendations shall be sent to the membership at least 30 calendar days before the Annual Meeting.

**Section 3. ELECTIONS.**

Additional nominations of members in good standing may be made in written form to the Organization office, with five written seconds. Written nominations along with all five seconds must be received in the Organization office no later than seven calendar days prior to the meeting. A simple vocal acclamation may elect a single slate of nominees. A multiple slate of nominees will result in a secret written ballot being taken at the meeting from among the members in good standing who are in attendance. The President shall appoint tellers to count and announce the vote; those nominees receiving the largest number of votes for the vacancies to be filled shall be declared elected; and a tie shall be decided by lot.

**Section 4. DUTIES.**

The Board of Directors shall have control and management of the affairs of the Organization, with authority to engage assistants, elect Officers, fix salaries, admit, suspend, or expel members, and to do everything necessary and desirable in the conduct of the Organization's business, in accordance with these Bylaws. Except as otherwise provided, actions of the Board shall be governed by the vote of a majority of those present during a vote. If a Board Member cannot be present, he/she may vote in advance of the meeting on items specifically listed on the meeting agenda provided that vote is submitted in written form via mail, confirmed fax, or confirmed email to the Organization office no later than seven calendar days prior to the meeting at which the vote is to take place.

**Section 5. MEETINGS.**

One Annual Meeting of the Directors shall be held each year. The President may issue a call, when necessary, for a special meeting of the Board. Twenty percent of the directors then in office may also call and give notice of a meeting of the Board. No less than 10 calendar days notice shall be required for such special meetings.

Notice of Board meetings may be given or sent by mail, fax or e-mail to the address of the Directors provided to the Secretary. Special meetings may be conducted through the use of any means of communication in accordance with the Policies and Procedures approved by the Board of Directors.

#### **Section 6. QUORUM.**

A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly announced meeting.

#### **Section 7. ACTION TAKEN WITHOUT MEETING.**

The Board of Directors may take action without a meeting if the action is taken unanimously by all members of the Board of Directors. Such action shall have the effect of a meeting vote.

#### **Section 8. RESIGNATION.**

A director may resign at any time by delivering written notice to one of the following: (a) the Board of Directors; or (b) the President or Secretary of the Organization. A resignation is effective when the notice is received unless the notice specifies a later effective date.

#### **Section 9. REMOVAL.**

A Designated Director may be removed with or without cause by the person appointing the director. The person removing the director must do so by giving written notice of the removal to the director and the Organization's President or Secretary. Removal under this provision is effective when the notice is received, unless the notice specifies a later effective date. However, a director elected by the Board of Directors to fill the vacancy of a director elected by the members may be removed without cause by the members but not by the Board of Directors. A Designated Director will also automatically be removed when the Board of Directors by majority vote re-designates the company entitled to fill a Designated Director position.

The Board of Directors may remove an At Large Director with or without cause by the vote of a majority of the directors then in office. The members may remove an At Large Director with or without cause if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors. An At Large Director may be removed by the members only at a meeting called for the purpose of removing the director. The meeting notice must state that the purpose of the meeting is the removal of the director.

#### **Section 10. FILLING VACANCIES.**

If a vacancy occurs among the At Large Directors, including a vacancy resulting from an increase in the number of directors, one of the following may occur: (a) the Board of Directors may fill the vacancy; or (b) If the directors remaining in office constitute fewer than a quorum of the Board of Directors, the remaining directors may fill the vacancy by the affirmative vote of a majority of the directors remaining in office. If a vacancy occurs among the Designated Directors, only the company who appointed the director may fill the vacancy. A vacancy that will occur at a specific later date because of a resignation or removal effective at a later date may be filled before the vacancy occurs. However, the new director may not take office until the vacancy occurs.

### **Article VIII** **OFFICERS**

#### **Section 1. OFFICERS.**

The Officers of the Organization shall be: President, Vice-President, Secretary and Treasurer, each of whom shall be a Director. The Officers shall be chosen by the majority of the Board of Directors at the Annual Meeting of the Board, or at a special meeting called for that purpose, and shall hold office for two years, or until their successors are elected. The offices of Secretary and Treasurer may be held by one person.

#### **Section 2. PRESIDENT.**

The President shall preside over all regular and special meetings of the Board of Directors and the members and shall perform such other duties as provided in these Bylaws and by direction of the Board of Directors. The President shall appoint all standing and special committees deemed necessary to carry on the work of the Organization.

#### **Section 3. VICE PRESIDENT.**

The Vice President shall assist the President and perform the duties of the President in the President's absence or inability to serve.

#### **Section 4. SECRETARY.**

The Secretary shall prepare and keep or cause to be kept, at the principal office or other such place as the Board may order, minutes of all the meetings of the members and the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the proceedings of them. The Secretary shall keep, or cause to be kept, at the principal office in the State of Indiana the original or a copy of the Organization's Articles of Incorporation and Bylaws as amended to date. The Secretary shall authenticate records of the association. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by these Bylaws or by law to be given; and shall have such other powers and perform such other duties as may be prescribed by the Board or the President. The Secretary may delegate some or all of the duties of the office to the Organization staff.

#### **Section 5. TREASURER.**

The Treasurer is the chief financial officer of the Organization and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transaction of the Organization. The Treasurer shall receive all monies and checks of the Organization and deposit the same in such bank or trust company in the name of the Organization. All funds so deposited shall be withdrawn and paid out by check of the Organization signed by the Treasurer. The Treasurer shall keep proper books of accounts, and also keep proper receipts and disbursement vouchers. The books and papers in his/her possession shall be open to all members of the Organization for their inspection. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board or the President. The Treasurer may delegate some or all of the duties of the office to the Organization staff.

#### **Section 6. RESIGNATION.**

An officer may resign at any time by delivering notice to one of the following: the Board of Directors, the President or the Secretary. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date; and the Organization accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

#### **Section 7. REMOVAL.**

The Board of Directors may remove an officer with or without cause at any time.