

Voted and approved by general membership on February 23, 2022

## **THE LAREDO LICENSED U.S. CUSTOMS BROKERS ASSOCIATION, INC.**

### ARTICLE I - NAME OF THE ASSOCIATION

This organization shall be known as THE LAREDO LICENSED U.S. CUSTOMS BROKERS ASSOCIATION, INC. (LLUSCBA).

### ARTICLE II - OBJECTIVES

The objectives of this not-for-profit association are to protect and further the business and interests of Licensed U.S. Customs Brokers: to encourage the maintenance of professionalism within our industry, to maintain a standard of integrity and efficiency that will protect clients and the Government in the fair, reasonable and equitable administration of import and export laws and regulations and to develop acquaintance and good fellowship among Members.

### ARTICLE III - MEMBERSHIP

Section 1. BECOMING A MEMBER: Interested parties with desire to become a Member of the LLUSCBA must be recommended by a regular Member and submit an application to the Association, which shall include evidence of the applicant's qualifications and integrity. The application will be reviewed by the Membership Committee and forwarded with applicable comments to the Board. The Board may accept or reject such applicant by majority vote and the applicant shall be advised of such acceptance or rejection.

Section 2. There shall be five classes of Membership: (a) Regular, (b) RLF Filers, (c) Associate, (d) Honorary and (e) Affiliated Association Membership.

#### Section 3. CLASSES OF MEMBERSHIP

(a) REGULAR: This class of Membership shall be restricted to persons, firms or corporations that hold a license as U. S. Customs Broker and that are regularly engaged in business as Licensed U.S. Customs Brokers located in Laredo, Texas Customs District. Such persons, firms or corporations shall be admitted for Membership as a business organization only, and in all matters coming before the Association only one vote will be permitted to each Regular Member, including all its branches, affiliates, subsidiaries or other related companies. No person, firm or corporation, however, may vote at any meeting unless he is a duly authorized representative of the Member he represents, and the President or person acting as such, at any meeting may call upon

such representative to produce evidence as to the authorization of the representative by the member.

(b) REMOTE LOCATION FILERS (RLF): This separate class of Membership covers persons, firms or corporations regularly engaged in business as Licensed U.S. Customs Brokers filing with National Permits and not physically located in Laredo, Texas. They shall not be counted when determining quorum, cannot vote or hold office.

(c) ASSOCIATE: This class of Membership shall be restricted to persons, firms or corporations not licensed as Customs Brokers but engaged in a business related to logistics, transportation, or international trade services. Associate Members may attend general Membership meetings at the discretion of the President or the Board. No Associate Member may utilize the Membership in a manner contrary to the policy of the Association. Associate Members must use the word "Associate" to describe their Membership in all printed material, advertisements and/or publications. They shall not be counted when determining quorum, cannot vote or hold office.

(d) HONORARY: This class of Membership may be conferred upon any person who in the opinion of the Board has rendered an outstanding contribution to this Association, to the Customs Brokerage and/or International Freight forwarding industry. Honorary Members shall be exempt from any dues or assessments levied. They shall not be counted when determining quorum, cannot vote or hold office.

(e) AFFILIATED ASSOCIATION: Any association with a Membership of persons, firms or corporations engaged in a business related to international trade or transportation may upon application to and an affirmative vote by the Board, be accepted for Membership as an AFFILIATED ASSOCIATION Member. They shall be exempt from dues if they reciprocate to LLUSCBA the same benefits in their Association. Affiliated Association Members may attend general Membership meetings at the discretion of the President or the Board. They may not utilize this Membership in a manner contrary to the policy of the Association. Affiliated Association Members must use the word "Affiliated" to describe their Membership in all printed material, advertisements and/or publications. They shall not be counted when determining quorum, cannot vote or hold office.

Section 4. ATTENDANCE: There shall be no restriction as to the number of representatives of any Regular Member firm who may attend meetings, but only one vote shall be permitted to each Regular Member, as provided in Section 3(a) above. There shall be no restriction as to the number of representatives of any RLF Member firm who may attend meetings.

Section 5. CLASS DISPUTE: Any dispute concerning class of Membership of an applicant shall be decided by majority vote of the Members of the Board.

#### ARTICLE IV – CENSURE, SUSPENSION & EXPULSION

Section 1. If the conduct of any Member shall appear to the Board to be improper or prejudicial to the character and welfare of the Association, or contrary to or in violation of its bylaws and rules, the Board shall inform such Member thereof in writing, which notice shall be delivered or sent by mail to the Member informing him of the time when he may be HEARD in his defense before the Board. At such HEARING he may be censured, suspended or expelled by a 2/3 vote of the Board Members present. At least ten days shall elapse between the service of such notice and said meeting of the Board.

Section 2. Such hearing may be adjourned from time to time by the Board, but any Board Member who shall not have been present at any meeting of the Board at which evidence is taken, or at which the Member whose conduct is involved in a hearing is heard, shall not participate in the final decision.

Section 3. A Member may be censured, suspended or expelled when:

(1) it has been determined by an appropriate governmental agency that the Member has violated a federal law or regulation relative to Customs Brokers, Department of Commerce and/or International Freight Forwarders, such violation being sufficient for the denial, suspension or revocation of a license, or

(2) the Member has been found guilty of a violation of a federal or state law involving moral turpitude, or

(3) the Member engaged in activities or changes its status in such a manner which would cause it to become ineligible or unacceptable if it were then applying for Membership, or

(4) a Member knowingly falsifies information to the Association.

#### ARTICLE V - MEMBERSHIP DUES

Section 1. The initiation fee and annual dues for all classes of Membership shall be established from time to time by the board.

Section 2. Any extraordinary expenses shall be provided for by a special assessment at a meeting of the Board, provided that the Board Members have been advised of such proposal 10 days prior to said meeting.

Section 3. Annual dues shall be established by the Board and published 30 days prior to the end of the calendar year, and shall be payable January 1 of each year.

Section 4. In the event any Member shall fail to pay within one month, any sums due the Association his name may be posted as delinquent. A list of delinquents may be read at any general or special meeting. Any Member may be expelled for delinquency upon a majority vote of the Board. A Member thus expelled may be reinstated by a majority vote of the Board upon said Member making payment of the unpaid amount plus a penalty.

Section 5. The resignation of a Member shall not relieve him from payment of accrued dues or assessments.

#### ARTICLE VI - MEETINGS

Section 1. There shall be an Annual Meeting of the Association at such time and place as the President shall designate.

Section 2. The Membership meeting shall be held periodically at such time and place as the President shall designate.

Section 3. Meetings of the Board shall be held every month at such time and place as the President shall designate.

Section 4. The President may invite to meetings persons whose presence may be interesting or beneficial to the Membership.

Section 5. Special meetings of the Association shall be held upon the call of the President, or any three Members of the board, setting forth the purpose for which such special meeting is called. Special meetings shall also be called by the President within ten days after the receipt of a written request for such special meeting, signed by ten Members in good standing and stating the purpose thereof. All notices of special meetings shall state the purpose for which such meetings are called, and no business shall be transacted at such meetings except that specified in that call.

- Notice – Notice Means via electronic means (i.e. email, fax, etc.) or by letter addressed individually, or otherwise.

Section 6. Any meeting, regular or special, may be held electronically and online, without the physical presence of the attendees, or by conference telephone or similar communications equipment, as long as all attendees participating in the meeting can communicate with one another.

Section 7 - ELECTION AND ACTION BY ELECTRONIC BALLOT WITHOUT MEETING: Any action that may be taken at any regular or special meeting of the members may be taken without a meeting if an electronic ballot is distributed to every member entitled to vote. The procedure for distribution of electronic or written ballots shall be the same as the procedure for giving notice of a meeting of members. The electronic ballot shall (1) set forth the proposed action, (2) provide an opportunity to specify approval or disapproval of any proposal, (3) provide a reasonable time within which to return the ballot to the Association, (4) specify the time by which the ballot must be received by the Association to be counted, (5) indicate the number of responses necessary to meet the quorum requirement, and (6) state the percentage of approvals necessary to pass the measure submitted.

A matter shall be approved by electronic ballot if (1) the number of votes by electronic ballot received within the specified time period equals or exceeds the quorum required to be present at a meeting authorizing the proposed action and (2) the number of approvals received equals or exceeds the number of votes required for approval at a meeting at which the same number of votes were cast as the number cast by electronic ballot

Any valid electronic ballot received by the Association may not be revoked. All electronic ballots received shall be filed with the secretary of the association and maintained in the records of the Association. E-mail notice of the results of the electronic ballot shall be reported by the secretary to the members of the Association within twenty days of the election

#### ARTICLE VII- OFFICERS AND BOARD OF DIRECTORS

Section 1. The Officers of the Association, each of whom must be a Licensed U.S. Customs Broker and a Regular Member, shall consist of a Chairperson, President, Vice-President, Treasurer and Secretary and shall hold Office for two years or until their respective successors are elected and qualify to take office. The President upon retiring shall become the Chairperson until replaced.

Section 2. The Board of Directors shall consist of the Officers named in Section 1 of Article VII, three Members at large and any regular Member when serving as an Area Director for the National Association. A Board Member missing three consecutive Board meetings or missing four Board meetings in a calendar year will result in the

immediate removal from the Board unless extraordinary circumstances have caused the absences.

Section 3. The Board shall have general charge and control of the affairs of the Association. It shall be empowered to approve all major expenses and to employ counsel whenever necessary, in the best interest of the association. The Board shall arrange for the proper assessment, collection, safeguarding and auditing of all financial operations of the Association. For this purpose, it will develop LLUSCBA Operating Policies.

Section 4. Those individuals who have previously served as Presidents, when not serving in any other Office shall become Senior Counselors and participate in board meetings without vote. To have the title of Senior Counselor, he or she must be a Member in good standing of the Association.

Section 5. Executive session may be invoked by the president, for voting board Members only, to further discuss and vote on any issues the president deems necessary.

#### ARTICLE VIII -ELECTIONS

Section 1. The Officers and Directors referred to above in Article VII, except the chairperson, shall be elected prior to the annual meeting or any adjournment thereof.

Section 2. Not later than 30 days prior to the annual meeting, the nominating Committee shall file its report of nominations for the officers of the Association to the Secretary who in turn shall deliver the ballot with a proxy form to each regular member.

Section 3. Elections shall be held either in person or via an electronic voting platform like "ElectionBuddy" or an equivalent online program and winning results determined by ~~majority~~ plurality vote. In case of in-person voting, eligible Members may vote by written proxy which may be submitted via email or other electronic means.

Section 4. A vacancy in any office or on the board may be filled for the unexpired time by majority vote of the Members the Board.

#### ARTICLE IX- DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Association and Board and shall perform the duties and exercise the authority usually pertaining to this office, including the appointment of all committees, and shall cast the deciding vote in case of a tie.

Section 2. (a) The Vice President shall act as the assistant to the president and shall, in the absence of the president, be the presiding officer at board and Membership meetings. In the event of a vacancy in the office of president, the vice-president shall succeed to the office for the unexpired term. The vice-president shall perform such other duties as may be assigned by the president.

(b) During the President's and Vice President's absence such duties shall fall upon the Chairperson.

Section 3. The Treasurer shall keep an account of all dues and assessments, or other monies received and the payment of bills by supervising the Administrative Assistant's work. The Treasurer shall make a financial report, including a sources and uses of funds, at the annual meeting, and at such other meetings as the President shall request, and shall perform all other duties usually pertaining to this office.

Section 4. The Secretary shall keep minutes of all meetings, keep a record of all official transactions of the Association, supervise all details of the business of the Association, supervise the Administrative Assistant in maintaining Roster of the Members, notices of meetings, issuance of bulletins to Members and shall perform all other duties as may be required.

#### ARTICLE X- ASSOCIATION BUSINESS

Section 1. A majority of the number of directors authorized in the bylaws in article VII section 2 constitutes a quorum of the Board for the transaction of business.

Section 2. The presence of 20% or more of Regular Members in person or by proxy shall constitute a Quorum at any Regular Members meeting of the Association. Should a Regular Member attend any association Meeting via electronic means, that attendance shall count towards quorum.

Section 3. If a quorum is not reached on a Regular Members meeting, the President shall terminate the meeting and recall, at his discretion, for a meeting immediately. The Quorum shall be constituted with those present.

## ARTICLE XI - COMMITTEES

Section 1. The Regular Standing Committees shall be appointed by the President to act on all matters pertaining to their special functions as indicated by name and shall include, but not be limited to, the following:

Bylaws/Nominating

Customs

Education

FDA

Festivities

Government Affairs

Legal

Liaison Mexican Brokers

Membership

Other PGAS

Social Media

Transportation

Section 2. Committee Chairs can participate in board meetings with voice but no vote. Their tenure shall be for a one year term, unless reappointed by the president.

## ARTICLE XII - AWARDS

Section 1. The LLUSCBA Lifetime Centurion Award shall be conferred to a member, which in the opinion of the President and the Board of Directors has demonstrated outstanding vision, leadership and dedication during his or her affiliation with LLUSCBA. The Centurion award is meant for an individual who represents the best of



our Association, someone who gives of his time and talents to forward the efforts of the Association in a manner, which we would all be proud of. This individual is also someone who defends our best interest as a spokesman of our industry, always looking for what is best for the entire industry. His or Her efforts bring a level of respect to the Association and what it stands for. This individual is not only respected within our Association, but is also respected as a leader among the people we deal with.

#### ARTICLE XIII - AMENDMENTS

Section 1. When not inconsistent with these bylaws, Roberts Rules of Order shall govern all meetings of the Association.

Section 2. These bylaws may be amended or revised at any regular or special meeting of the Association, upon a majority vote of the Members present or represented by written proxy, but such amendment shall not be considered unless written notice of the same shall have been submitted to all Members at least seven days prior to the vote.

#### ARTICLE XIV - APPLICATION OF FUNDS

Section 1. The Association shall use its funds only to accomplish its objectives and purposes and no part of said funds shall inure or be distributed to the Members. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board.

#### ARTICLE XV- INDEMNIFICATION

Section 1. The Association may, by resolution of the Board, provide for indemnification by the Association of any and all of its Directors or Officers or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them have been made parties, or a party, by reason of having been Directors or Officers of the Association, except in relation to matters as which such Director or Officer or former Director or Officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

The Laredo Licensed U.S. Customs Brokers Association, Inc. Laredo, TX 78040--  
Copyright © 2019 All Rights Reserved