

BY-LAWS

FLORIDA CUSTOMS BROKERS & FORWARDERS ASSOCIATION, INC.

ARTICLE I

Name of Association

The name under which this organization shall be known is the FLORIDA CUSTOMS BROKERS & FORWARDERS ASSOCIATION, INC.

ARTICLE II

The general nature of, and the objects and purposes for which this corporation is organized:

- A. To promote greater knowledge and understanding among its members of the laws, materials, procedures and techniques utilized by Customs Brokers and Forwarders.
- B. To promote and encourage unity of purpose, ideals and ethics among its members.
- C. To act as a forum for the interchange of ideas regarding methods, developments, problems and standards, as well as any and all matters which may be of mutual interest or importance to its members.
- D. To publish and disseminate booklets, pamphlets and other material which may result from the research and study of its members.
- E. To promote, in general, the interests of its members when consistent with interests of the general public and to advocate the adoption of appropriate legislation, rules, regulations, codes of ethics and procedures consistent with the interest of its members and the general public.

ARTICLE III

Membership

Section 1. There shall be three (3) classes of membership: Regular, Associate and Honorary.

Regular

Section 2. (a) The regular membership of the Association shall not be limited as to number but shall be restricted to persons, firms or corporations that regularly conduct business at a location in the State of Florida as a Licensed Customs House Broker, Licensed Ocean Transportation Intermediary (i.e., Ocean Freight Forwarder and/or Non-Vessel Operating Common Carrier), TSA Certified Indirect Air Carrier and/or IATA Cargo Agent in the State of Florida. Such persons, firms or corporations shall be admitted for membership as business organizations only, and in all matters coming before the Association but one vote will be permitted to each Regular

Member. No person, firm or corporation, however, may vote at any meeting except by a duly authorized representative of the regular member they represent.

(b) There shall be no restrictions as to the number of principals or members of any firm or corporation who may attend meetings but only one vote shall be permitted each regular member.

(c) Every applicant for admission as a member into the Association must apply for membership on a form provided for that purpose, and the form shall contain the name, address, principal occupation, licenses held and the name or names of authorized representatives that may vote. Such application shall be referred to the Board of Directors. The Board of Directors shall, at its next meeting, proceed to pass upon such application and, either elect or reject such applicant for admission. The applicant shall be advised of such election or rejection. The Board of Directors may also provisionally accept a regular member pending confirmation of the proposed member's required license.

(d) In case any applicant shall fail to receive the necessary votes required for admission, the applicant shall not again be proposed until after the expiration of six months from the time of such failure, unless it be shown to the Board of Directors that said application had been rejected as a result of improper or false information.

Associate

Section 3. (a) The associate membership of the Association shall not be limited as to number but shall be restricted to persons, firms, or corporations that conduct business at a location in the State of Florida and regularly serve or interact with the Regular Members of the Association *e.g.*, carriers, importers, exporters, warehouses, logistics providers, sureties, insurance companies, consultants, attorneys, accountants, etc. Associate members are welcome at all open meetings as outlined in Article VI but may not vote or hold office, except as expressly provided for herein. Associate Members may serve on all committees at the discretion of the President.

(b) Every application for admission as an associate member shall be referred directly to the Board of Directors, which, at its next meeting, will proceed to pass upon such application and either accept or reject such applicant for admission.

Honorary

Section 4. An Honorary membership shall be conferred on all past Presidents and may be conferred upon any person who in the opinion of the Board of Directors has rendered an outstanding contribution to the customs Brokerage and/or Freight Forwarding industry. Honorary Memberships are intended to be for the life of the individual honoree, as an individual and not on behalf of his or her company, and are free from the assessment of Association annual dues.

Affiliation

Section 5. The Board of Directors shall determine whether this Association shall affiliate with any other organization or association.

ARTICLE IV

Censure, Suspension & Expulsion of Members

Section 1. (a) If the conduct of any member shall appear to the Board of Directors to be improper, or prejudicial to the character and welfare of the Association, contrary to, or in violation of its by-laws or rules, the Board of Directors shall inform him thereof, in writing, with such written notice to be delivered or sent by mail to the offending member informing the member of the time appointed when they may be heard in their defense before the Board of Directors. At such meeting, the member may be censured, suspended or expelled. At least ten (10) days shall elapse between the service of such notice and of said meeting of the Board of Directors.

(b) Any member of the Board of Directors who shall not have been present at any meeting of the Board of Directors at which evidence is taken or at which an accused member or a member whose conduct is involved in a hearing is heard, shall not participate in the final decision.

(c) Among other causes sufficient for censure, suspension or expulsion shall be those causes listed in the Customs & Border Protection Regulations as sufficient for the denial or revocation of a Customs Broker's license or any action in violation of the law or of any regulation of the Federal Maritime Commission, the Transportation Security Administration, the Civil Aeronautics Board or any other governmental agency, except those violations which are clerical errors or nonwillful minor infractions; provided, however, that no action of censure, suspension or expulsion of a member by the Board of Directors shall be taken prior to a ruling by the respective Court or governmental agency finding such member to be in violation of the law or any governmental regulations.

ARTICLE V

Dues

Section 1. The annual dues for Regular and Associate members shall be set by the Board of Directors.

Section 2. Dues shall be payable annually in the month of September.

Section 3. In the event that any member shall fail to pay by January 31st any sums due to the Association, the member's name may be posted as delinquent. A list of delinquents may be read at any general or special meetings. The name of any member listed as delinquent shall be omitted from the publication of any official list of members of the Association. Any member may be expelled for delinquency upon a majority vote of the Board of Directors. A member thus expelled may be reinstated within three (3) months thereafter by a majority vote of the Board of Directors, upon said member making payment of amount unpaid.

Section 4. Those new members who are admitted to the Association after July 1st will pay only a prorated share of the Annual Dues.

ARTICLE VI

MEETINGS

Annual Meeting

Section 1. The annual meeting of the Association shall be held in the second quarter of the calendar year with no business being conducted except the installation of new officers. This meeting shall be open to all who wish to attend.

Section 2. The general meetings of the Association shall be held monthly, except at the times of the closed meetings. General meetings are open for all regular and associate members, as well as their guests, at a place and date designated by the President.

Closed Meetings

Section 3. Closed meetings of this Association may be held no more than twice a year unless otherwise determined by the Board of Directors, at a place and time designated by the President or seven (7) members of the Board of Directors setting forth the purpose for which such closed meetings are called. Closed meetings shall also be called by the President within ten (10) days after receipt of a written request signed by twenty (20) regular members for such closed meeting, stating the purpose therefore. All notices of closed meetings shall state the purpose for which such meetings are called.

Board of Directors Meetings

Section 4. The Board of Directors shall meet at least once every two months, at a place and time designated by the President only those elected to the Board of Directors may attend except by special permission of the President.

ARTICLE VII

OFFICERS AND ELECTIONS

Elected Officers

Section 1. (a) The officers of the Association shall consist of a President, a 1st Vice President, a 2nd Vice President, a Secretary, a Treasurer and no more than twenty-five (25) directors, all of whom shall be appointed by the President at the Annual meeting of the Association and until respective successors are elected and sworn in.

(b) All officers must be regular members of the Association in good standing. While it is preferred that the Secretary and Treasurer are regular members, they may be associate members as selected by the President and voted by the membership. The Directors, with the exception of no more than five (5) Directors appointed by the President from the Associate Membership, shall be regular members of the Association in good standing.

(c) A President upon retiring from office shall automatically serve on the Board of Directors until the new President retires.

Board of Directors

Section 2. The Board of Directors shall consist of not more than twenty five (25) persons. The current Officers, appointed Directors and the immediate past President shall constitute the Board of Directors, and the Board of Directors shall have general charge and control of the affairs and finances of the association. Six (6) members of the Board of Directors shall constitute a quorum.

Elections

Section 4. The aforesaid Officers shall be elected at each March meeting of the Association.

Section 5. The President at the January meeting shall appoint a Nominating Committee consisting of at least five (5) members selected from the Board of Directors. At the February meeting of the Association, a slate or slates of officers shall be presented to the General Membership. Each slate shall consist of candidates for the offices of President, Secretary and Treasurer, who shall have served at least one (1) year previously on the Board of Directors.

Section 6. The person(s) submitted by the Nominating Committee or by a Regular Member to stand for election as President of the Association shall be a current member(s) of the Board of Directors of the association, preferably having served at least one (1) year previously on the Executive Board. It shall be the privilege of any regular member to submit in writing to the Nominating Committee, at least one week prior to the February meeting, a slate of officers. The Nominating Committee will include these slates in its submission to the General Membership.

Section 7. The regular membership shall be notified at the January meeting of their privilege as outlined in Section 5.

Section 8. At the March meeting, the slates of officers shall be read. The nominated candidates for President at this time, shall submit the names of their choices for 1st Vice President, and 2nd Vice President, who shall have served at least one (1) year previously on the Board of Directors. When this has been done, election shall be held with the vote for President being the same for the Vice Presidents, and the Secretary and Treasurer.

Section 9. The election of officers shall be by ballot, majority vote to constitute election. Only Regular members in good standing may vote, either in person or by proxy. In the case of a tie, successive ballots shall be held until one slate achieves a majority.

Resignations

Section 10. (a) If the President shall resign or become unable to perform the functions of the office before the expiration of his term, the 1st Vice President shall automatically assume the office of President. The new President shall appoint a new 1st Vice President with confirmation of a majority of the Board of Directors.

(b) If either the Vice President, Secretary or Treasurer shall resign, the Board of Directors shall elect the new officer by a majority vote.

Removal of Officers and Directors

Section 11. The Board of Directors, upon majority vote, may remove an Officer or Director for neglect of duties or lack of attendance at Board or Association functions and meetings.

ARTICLE VIII

Executive Vice President

Section 1. Appointment: The Board shall employ an individual, who shall have the title of Executive Vice President, and whose terms and conditions of employment shall be specified by the Board.

Section 2. Authority and Responsibility: The Executive Vice President shall: a) be responsible for all management and development functions; b) manage and direct all activities of the Association as prescribed by the Board of Directors; take minutes at all Board and General Membership Meetings; and, shall be responsible to the Board of Directors.

ARTICLE IX

Legal Counsel

Section 1. Appointment. The Board is encouraged to hire an individual and/or firm, licensed to practice law in the State of Florida, who shall have the exclusive designation as Legal Counsel, and whose terms and conditions of employment shall be specified by the regular members of the Board of Directors. In order to avoid potential conflicts of interest, Legal Counsel shall serve as the exclusive customs and international trade counsel on the Board. A majority vote of the Board of Directors shall be required in order to terminate employment of Legal Counsel.

Section 2. Authority and Responsibility.

(a) Legal Counsel shall make reasonable efforts to: i.) attend and participate in Board of Directors Meetings; ii.) provide Legal Reports relevant to the membership at Board of Directors Meetings and at general meetings of the Association; iii.) represent the Association at meetings with Federal Agencies and with State Agencies, having a regulatory impact on issues of interest to the Association; and iv.) provide counsel on other legal matters related to the regular administration and/or operation of the Association, within Legal Counsel's area of expertise.

(b) The Association shall reasonably provide Legal Counsel with advance notice and any available pre-briefings of Federal and State Agency meetings so that Legal Counsel can reasonably assure that the Association's interests are adequately represented at such meetings.

ARTICLE X

Duties of Officers

Section 1. (a) It shall be the duty of the President to preside at all meetings of the Association and Board of Directors and to perform the duties usually pertaining to this office, including but not limited to, and specially the appointment of the Chairperson of all committees.

(b) During the President's absence such duties shall fall upon the 1st Vice President.

(c) Upon the retirement from office, the President shall serve as Chairman of the Board until the new President retires.

Section 2. (a) The 1st Vice President shall chair the Freight Forwarding Committee.

(b) The 1st Vice President shall oversee and assist the Chairpersons of all other regular and *ad hoc* committees dealing with the freight forwarding industry.

(c) The 1st Vice President shall assist the President in all possible ways and shall represent the President at meetings which the President is unable to attend.

Section 3. (a) The 2nd vice President shall chair the Customs & Border Protection Committee.

(b) The 2nd Vice President shall oversee and assist the Chairpersons of all other regular and *ad hoc* committees dealing with Customs & Border Protection issues and U.S. Customs & Border Protection.

(c) The 2nd Vice President shall assist the President in all possible ways and shall represent the President at meetings which the President and 1st Vice President are unable to attend.

Section 4. The Secretary shall be responsible for reviewing and verifying the Minutes of all meetings of the Association and the Board of Directors and each committee to which the Secretary is assigned. The Secretary shall promptly send a record of each Regular or Special Meeting to all members, by any efficient means, and shall keep in the records all meetings of the Board of Directors and any committee to which the Secretary is assigned. The Secretary shall also assist in the compiling and publication of the Membership list, and shall conduct all correspondence of the Association with the approval of the President.

Section 5. The Treasurer shall collect and keep an account of all dues or other monies received by the Association; pay all bills when approved by the President; make a report at regular meetings of the Association; and perform all other duties usually pertaining to this office.

ARTICLE XI

Business

Section 1. Ten percent (10%) of the regular membership, either in person or by proxy, shall constitute a quorum at any regular or special meeting of the Association.

Section 2. Six members of the Board of Directors shall constitute a quorum at any Board meeting.

Order of Business

Section 3. The regular order of business shall be as follows:

- Minutes of previous meetings
- Report of Treasurer
- Report of Legal Counsel
- Report of Board of Directors
- Reports of Standing Committees
- Reports of Special Committees
- Unfinished Business
- General Business
- Adjournment

The President or other presiding officer may change the order of business.

ARTICLE XII

Committees

Section 1. There shall be regular committees appointed by the President to act on all matters pertaining to their special functions as indicated by name, as follows:

- Committee on Membership
- Committee on Customs & Border Protection
- Committee on Freight Forwarding (Air and Ocean)
- Committee on Education
- Overland Committee
- Committee on Government Affairs
- Hall of Fame Committee
- Regional Committee

Section 2. The Executive Committee shall be composed of the current officers of the Association, the Chairman of the Board and such other persons as the President may designate. The Executive committee shall perform such functions as the President shall designate.

Section 3. The Chairperson of the Regional Committee shall endeavor to include representatives from each of the following geographical regions, including the port areas listed below, on his or her Committee:

- (a) Southern Region: Port Everglades, Palm Beach and Fort Pierce (excluding Miami)
- (b) Central Region: Orlando and Port Canaveral
- (c) Western Region: Tampa, Port Manatee; and St. Petersburg
- (d) Northern Region: Jacksonville, Fernandina, Pensacola and Panama City

Section 4. The President is authorized to constitute any other committees as may, from time to time, be necessary or advisable and the President shall appoint the Chairman of each committee. Any political action committees or any similar committees which must be registered with any governing jurisdiction may only be appointed by a majority vote of the regular membership at a duly constituted regular or special meeting of the Association.

ARTICLE XIII

Publicity

The Board of Directors is authorized to publicize the Association by publishing a booklet containing the By-Laws and/or roster of members, or taking any action which in their discretion furthers the interest and welfare of the Association.

ARTICLE XIV

Voting & Amendments

Section 1. Voting by proxy or by mail, including electronic mail, at Board of Directors, general or special meetings shall be permitted under procedures to be adopted by the Board of Directors.

Section 2. These By-Laws may be amended or revised at regular or special meetings of the Association upon a three-fourth (3/4) vote of the regular members present in person or by proxy, but such amendment shall not be considered unless written notice of the same has been submitted to all regular members at least fifteen days prior to the vote.

Section 3. Whenever notice is required under these By-Laws, such notice may be given by regular mail or electronic notice (e.g., facsimile, email) which is reasonably certain to reach the intended receiver.

ARTICLE XV

Ethics

Section 1. All regular members shall as a condition of their membership be required to observe and uphold such Code of Ethics as may from time to time be prescribed by the Association.

Section 2. The members shall cooperatively strive:

- (a) to guard the profession against the admission of unqualified or unfit members,
- (b) to eliminate methods of competition which tend to reflect unfavorably upon the profession, and
- (c) to encourage dignified demeanor and practices, and otherwise endeavor to elevate the profession to its proper level.

ARTICLE XVI

Application of Funds

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 or any part of them. 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 of Directors.

ARTICLE XVII

Price Setting Prohibition

The Association prohibits any kind of conspiracy or attempt to set prices, and provides that any member that is engaged in this kind of activity be expelled from the Association.

**FCBF By-Laws
Change Legend
May 24, 2014**

ARTICLE, SECTION	CHANGE
Article III, Section 3(a)	Recognizes that associate members can serve as voting board members and hold office as expressly provided for in the bylaws.
Article VII, Section 1(b). Elected Officers	Provides that while it is preferred that the Secretary and Treasurer are regular members, they may be associate members as selected by the President and voted by the membership.
Article VII, Section 2 and 3. Board of Directors	Deletes Regional Directors throughout the state of Florida. Completely deletes Section 3.
Article VII, Section 5, 6 and 8. Elections	Requires officers to have previously served at least one year on the Board of Directors and President preferably one year previously on Executive Board. Omits old reference to 3 rd Vice President that should have been deleted in prior version.
Article IX. Section 1. Legal Counsel	Provides that in order to avoid conflicts of interest, Legal Counsel will serve as the exclusive customs and international trade counsel on the Board. Also, a majority vote of the Board is necessary to terminate counsel's employment.
Article XII. Section 1, 3 and 4. Committees	Adds Hall of Fame Committee and Regional Committee. Creates new Section 3 to encourage Regional Committee Chair to include representatives from the enumerated geographical areas and ports. Renumbers section 3 to section 4. .