BYLAWS

INDUSTRIAL ADVISORY COUNCIL OF THE UNIVERSITY OF SOUTHERN MISSISSIPPI CENTER FOR LOGISTICS, TRADE AND TRANSPORTATION

PREAMBLE
The mission of the University of Southern Mississippi’s Center for Logistics, Trade and Transportation (hereafter the “CLTT”) is to “Respond to the gulf-region government and industry stakeholders’ needs for the creation and dissemination of interdisciplinary practical cutting edge knowledge and technologies to advance logistic, trade and transportation; foster economic development; and promote integrated trade in the Americas.”

The Industry Advisory Council of the CLTT is committed to promote and improve multi-disciplinary activities (including graduate and undergraduate degrees, certificates, workshops, seminars, symposiums, conferences, collaborative special studies, applied research projects, partnerships and networking) in the areas of Logistic Trade and Transportation (hereinafter the “LTT”) through advisement, promotion and support of the CLTT.

ARTICLE I - NAME
Section 1: The name of the organization shall be the Industry Advisory Council of the Center for Logistics, Trade and Transportation (Hereinafter the “IAC”)

ARTICLE II - OBJECTIVES
Section 1: The objectives for the IAC are to advise and support the CLTT including:

A. Providing a channel of communication between the director, faculty, staff and students associated with the CLTT and the professional in the sector of transportation, logistics, trade and economic development community.

B. Providing a source from which the director and faculty/staff of the CLTT may seek and receive advice related to faculty involvement in the profession and community, recruiting of students, curriculum development necessary to meet the needs of a dynamic transportation/inter modal environment, and other related matters.

C. Providing the CLTT members a forum to discuss their research programs and their implications for practice.

D. Communicate to the faculty current issues related to logistics, trade and transportation and concerns deserving of academic study.

E. Assisting in the development of plans to obtain financial support for vital needs not funded through the state budget such as research projects, faculty salary supplements, library, student grants, and equipment.

F. Reviewing the status of private funds of the CLTT and advising the Director on matters related thereto.

G. Identifying with and promoting a positive image of the students, faculty, and programs of the CLTT in the professional community and to the general public.

H. Provide an outside voice to the University administration relative to the CLTT activities.
I. Assisting the faculty in finding opportunities that will enable them to obtain the relevant practical experience necessary for a quality program.

J. Assisting the faculty and administration in recruiting and retaining students and faculty of the highest quality.

ARTICLE III - MEMBERSHIP AND DONATIONS

Section 1
The members of the IAC shall consist of the members of the Board of Directors, members of each Standing Committees and other individuals.

Section 2
The members of the IAC shall be individuals knowledgeable in the fields of LTT and/or economic development representing a corporation, association or government agency. IAC members should be at the senior level of management and generally have been in a career for at least eight years or have extensive past experience in one or all of the related fields.

Section 3
Individuals who do not meet the requirements for the IAC membership due to the length of their professional career may be elected as Associate Members. Associate members may not be members of the Board of Directors, may not be members of the Executive Committee, and may not chair a committee. Associate members may be a member of a committee. Regardless of the years of experience in the field of LTT Associate Members might become members of the IAC after a minimum of two (2) years of participation in the IAC provided that the associate member makes the request.

Section 4
In order to facilitate the objectives of IAC and the CLTT, donations will be accepted. The donations program shall be in-line with industry expectations and allow the execution of short term and long term activities that are in line with the CLTT mission. The IAC will have a plan of annual donation levels and a long term benefactor plan of endowment levels, which will provide to all LTT sectors a chance to invest in the CLTT.

Annual membership donations to the CLTT will be as follows:

A. LTT Students Associate Membership: Membership in the IAC is open to any current student of LTT. This membership shall continue throughout the student’s course of study in LTT and terminate at the end of the student’s first full calendar year after graduation from LTT.

B. Open Individual Associate Membership: Any individual having less than eight years of experience in the LTT related fields, but with desires to contribute knowledge or support to the CLTT and is willing to forward the goals and objectives of the CLTT.

C. Open Individual Full Membership: Any individual having at least eight years or have extensive past experience in one or all of the LTT related fields with desires to contribute knowledge or support to the CLTT and is willing to forward the goals and objectives of the CLTT.
D. **Corporate Membership:** Any corporation that has an interest in the LTT field that desires to contribute knowledge or support to the CLTT and is willing to forward the goals and objectives of the CLTT. Each corporation shall appoint, in writing, a person to serve as its representative who has authority to act for it in all matters related to the CLLT. Additionally, a first and second alternate person should also be appointed.

E. **Association or Government Agency Membership:** Any association or government agency representing an interest in the LTT field that desires to contribute knowledge or support to the CLTT and is willing to forward the goals and objectives of the CLTT. Each association or government agency shall appoint, in writing, a person to serve as its representative who has authority to act for it in all matters related to the CLLT. Additionally, a first and second alternate person should also be appointed.

Section 4
The annual membership donations levels will be recommended by the Membership, Outreach and Fundraising Committee and will be authorized by the Board of Directors.

Section 5
CLTT may accept any donation, bequest, gift or other type of contribution offered by Members or others which will result in support of its purposes.

### ARTICLE IV - TERMINATION OF MEMBERSHIP

After donations notice to the Member, membership in IAC may be terminated due to non-payment of donations or other good and proper reasons by affirmative vote of two-thirds of the IAC Board of Directors present at a regular or special meeting, as delineated in Article X, Section 1.

### ARTICLE V - BOARD OF DIRECTORS

Section 1
There shall be a governing body of IAC known as the Board of Directors. Service as a member of the Board of Directors is considered a commitment to IAC and its purposes, to regularly attend meetings/teleconferences, to actively participate in the events/activities of the IAC and other assignments. The Board of Directors shall have the duty of general supervision of the affairs of IAC, select the members of the Board of Directors, and may make general rules and regulations for the government of IAC. The Board shall have full and final authority to act upon all recommendations of all Standing and Special Committees.

Section 2
To the extent practical, effort should be placed to ensure that all LTT industries have equivalent representation in the Board of Directors. The Board of Directors shall be limited to twenty one (21) members of the IAC. Twenty one (21) members shall be chosen as follows:

A. Members of the Executive Committee (six directors) as outlined in Article VII of these By-laws shall serve as a member of the Board of Directors; and

B. The Chairperson and Co-Chair for each of the IAC’s Standing Committees (five to ten directors) as outlined in Article VIII of these By-laws shall serve as a member of the Board of Directors; and
C. The remaining members of the Board of Directors (five to ten directors) shall be elected at large from the general membership at the IAC’s mid-year meeting as outlined in Article X.

Section 3
The Board of Directors members are initially elected for a three year term unless selected to fill an unexpired term. Members may be selected for up to three consecutive terms. Selection for additional terms follows the same procedure as for initial selection. No member shall serve for a period longer than 9 consecutive years. The term of one third of the members should expire each year.

ARTICLE VI - VOTING

Section 1
Only the seated members of the on IAC- Board of Directors may vote on Board matters. This may include in person, proxy, electronically or U.S. mail ballot votes.

Section 2
Members of the Board of Directors may vote or act by proxy in respect to all matters as specified in the proxy. Proxies are to be in written form and shall be in the hands of the Executive Secretary/Treasurer prior to the beginning of the meeting at which they are to be exercised. At the appropriate time, the Secretary shall identify the proxy votes which are cast. For purposes of constituting a quorum, a proxy will be considered as a Member the present only for matters specified in such proxy.

Section 3
The Board of Directors, during a properly called meeting, may choose to vote by telephone, mail, email, or facsimile on a specific Board matter.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1
The Executive Committee of the IAC shall be nominated and elected at a mid-year meeting by the Board of Directors outlined in Article IX of these By-laws. This Executive Committee will conduct any necessary business between regular meetings of the IAC.

Section 2
The Executive Committee shall be composed of the following positions as elected by the Board of Directors:

A. Immediate Past Chairperson
B. Chairperson
C. 1st Vice Chairperson
D. 2nd Vice Chairperson
E. Executive Secretary/Treasurer
F. Director of the CLLT

Section 3
The terms of office for each position on the Executive Committee shall be for one year begin at the next annual meeting with the exception of the Director of the CLTT. To the extent practical, the Board of Directors will seek a candidate for 2nd Vice-Chairperson who expresses a willingness to serve as 1st Vice-Chairperson following the term of the current 1st Vice-Chairperson and then serve as Chairperson and immediate past chairperson in the following years. Members may be selected for up to three consecutive one year term. Selection for additional terms follows the same procedure as for initial selection. No Executive Committee member shall serve for a period longer than 9 consecutive years.

Section 4
A vacancy in any office, with the exception of the Director of the CLTT, may be filled by the Chairperson and ratified by the Board of Directors at any time and the officers so selected shall hold office for the unexpired portion of the term until a successor is elected.

ARTICLE VIII - COMMITTEES

Section 1
In order to facilitate its objectives and to better assist the CLTT the following Standing Committees shall exist within the IAC. Each Standing Committee shall be composed of a Chairperson and to the extent possible a Co-Chairperson appointed by the Executive Committee. Additionally, the Standing Committee’s Chairperson and/or Co-Chairperson must appoint a Vice-Chair, a Secretary and at least one members of the IAC willing to serve. In addition, a faculty, staff or student of the CLTT appointed by Director of the CLTT will serve on each one of the Standing Committees as a liaison between the CLTT-IAC and the University.

A. Educational Degree Programs Committee
B. Certificates, Workshops and Seminars Committee
C. Symposium and Conference Committee
D. Special Studies and Applied Research Project Committee
E. Membership, Outreach and Fundraising Committee

Section 2
Other special committees shall be appointed as needed by the Executive Committee on an ad hoc basis for a finite period of time.

ARTICLE IX - OFFICERS

Section 1
The duties of the Immediate Past Chairperson are:
A. to promote participation in the IAC;
B. to assist the Chairperson in the performance of assigned duties;

Section 2
The duties of the Chairperson shall be to perform as the executive head of the Council and shall preside over its meetings. The Chairperson, in performing these functions, shall:
A. be an advocate for the CLTT
B. inform the industry about the activities of the CLTT
C. be the executive head of the Council and shall preside over its meeting;
D. work with the 1st Vice Chairperson to establish the agenda for the meeting;
Center for Logistics, Trade and Transportation - Industry Advisory Council

239   E. decide points of order;
240   F. have the power to appoint any officer in case of vacancy
241   G. have general responsibility for programs at regular meetings;
242   H. monitor the budget;
243   I. work directly with Director of the CLTT.
244
245 Section 3
246 The duties and rights of the 1st Vice Chairperson are:
247       A. to work with the Chairperson to establish the agenda for the meeting;
248       B. to work with the CLTT Director to organize regular meetings;
249       C. to work with the 2nd Vice Chairperson to determine the charge of the committees;
250       D. to assist the Chairperson in the performance of assigned duties;
251       E. to succeed to the Chairperson's power and duties in the event of absence or disability, and
252       F. to succeed to the position of Chairperson at the expiration of the Chairperson's term when
253       the Chairperson has been elected to a third term.
254
255 Section 4
256 The duties and rights of the 2nd Vice Chairperson are:
257       A. to work with the Chairperson and Co-Chairperson of each Standing Committee
258       B. to work with the 1st Vice Chairperson determine the charge of the committees;
259       C. to assist the 1st Vice Chairperson in the performance of assigned duties;
260       D. to succeed to the 1st Vice-Chairperson's power and duties in the event of absence or
261           disability, and
262       E. to succeed to the position of 1st Vice-Chairperson at the expiration of the 1st Vice-
263           Chairperson's term when the 1st Vice-Chairperson has been elected to a third term.
264
265 Section 5
266 The duties of the Executive Secretary/Treasurer are:
267       A. to keep complete minutes of all meetings and distribute them to the Executive Committee
268           at least 14 days before the next scheduled meeting;
269       B. to be responsible for general correspondence;
270       C. to assist the Chairperson with the structuring of programs at regular meetings;
271       D. to ensure communication between CLTT and the IAC;
272       E. to coordinate meetings and activities of the IAC;
273       F. to prepare the budget with the help of the Director of the CLTT
274       G. to report on the status of the budget.
275
276 Section 6
277 The duties of the Educational Degrees Programs Committee officers are:
278       A. to provide input into the curriculum
279       B. to assist in the maintenance of any appropriate accreditations,
280       C. to recruit students and faculty of the highest quality;
281       D. to encourage companies to facilitate their employees’ participation in the educational
282           degree programs that support CLTT
283       E. to encourage companies to provide internship and job opportunities to the students and
284           graduates
Section 7
The duties of the Certificates, Workshops and Seminars Committee officers are:
A. to identify the needs of the LTT industry;
B. to promote the development and delivery of certificates, workshops and seminars;
C. to suggest guest speakers for the certificates, workshops and seminars;
D. to encourage companies to facilitate their employees participation in certificates, workshops and seminars;
E. to help prepare financially viable certificates, workshops and seminars.

Section 8
The duties of the Symposium and Conference Committee officers are:
A. to identify themes of interests for the LTT community;
B. to identify opportunities to bring together the highest quality members of the LTT community to Symposium and Conference Committee;
C. to suggest participants for Symposium and Conference Committee;
D. to promote the Symposium and Conference Committee;
E. to help prepare financially viable certificates, workshops and seminars;
F. to work with industry organizations and associations to develop joint programs.

Section 9
The duties of the Special Studies and Applied Research Project Committee officers are:
A. to provide the CLTT members a forum to discuss their research programs and their implications for practice;
B. to communicate to the faculty current issues related to logistics, trade and transportation and concerns deserving of academic study;
C. to identify funding opportunities where CLTT members could address a practical problem of the LTT industry;
D. to promote collaborative special studies and applied research project including CLTT members and industry practitioners.

Section 10
The duties of the Membership, Outreach and Fundraising Committee officers are:
A. to promote LTT professionals to become members of the IAC;
B. to assist in the development of plans to obtain financial support for vital needs not funded through the state budget such as research projects, faculty salary supplements, library, student grants, and equipment;
C. to reviewing the status of private funds of the CLTT and advising the Director on matters related thereto;
D. to recommend the annual membership donations levels to be authorized by the Board of Directors;
E. to disseminate information regarding the CLTT.

ARTICLE X - MEETINGS
Section 1
The IAC shall at least hold a minimum of two regular meetings each year (Fall and Spring) on dates selected and announced at least thirty days in advance by the IAC Executive Committee Chairperson. Special meetings may be called, if deemed necessary, by any member of the
Executive Committee, but will provide a minimum of 21 days notice before setting the date of a special meeting.

Section 2

An Annual Meeting of the IAC shall be held at a location and time set by the Executive Committee. Such meeting will normally be held in the during the Spring or Summer semester. The primary purposes for this meeting will be for the chairs of the committees to present the accomplishments of the IAC and CLTT during the past year, to present the plans for the upcoming year, to present the new officers; adopt the budget for the next fiscal year; and to conduct other business as appropriate. The annual meeting will be open to all representatives of the LTT industries, elected officials, USM faculty, and industry related organizations.

Section 3

A Mid-Year Meeting of the IAC shall be held at a location and time set by the Executive Committee. Such meeting will normally be held during the Fall semester. The primary purposes for this meeting is to identify critical activities to be performed, elect new officers that will commence during the annual meeting, for chairperson and co-chairperson of the standing committees to present progress on the annual plan and to conduct other business as appropriate.

Section 4

Meetings of the Board of Directors and Executive Committee will be held in conjunction with the Annual and Mid-Year meeting of the IAC.

Section 5

Meetings and/or Teleconferences of the Executive Committee, Standing and Special Committee will be determined as needed by the corresponding committee. The committees are encouraged to conduct business throughout the year and hold four meetings per year using telephone, mail, email, facsimile or any other technology available.

Section 6

A quorum for all meeting shall be constituted by present members of the corresponding meeting.

ARTICLE XI - FISCAL AND BUDGET YEAR

Section 1

The fiscal and budget year of the IAC is July 1 through June 30.

ARTICLE XII - AMENDMENT OF BY-LAWS

Section 1

Upon thirty (30) days written notice stating the proposed changes, modifications or amendments, the By-laws may be amended, altered or repealed by a two-thirds majority vote of the IAC Board of Directors present at a scheduled meeting; or, if required, by telephone, fax or email poll.