

Salient parts of the by-laws

**CHARTER  
(Articles of Incorporation)**

**Article II  
Purpose**

This corporation is formed for the purpose of encouraging, extending and promoting the business and interests of Customs Brokers and Foreign Freight Forwarders; to encourage and develop high standards of service and conduct among its members; to broaden understanding and appreciation of the roles and functions of its members by industry, the public and government; to seek reasonable and equitable tariffs, maritime laws and regulations, and their administration, and to undertake such other functions as consistent with these purposes.

**Article III  
Non-Profit Organization**

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California, and shall not contemplate the distribution of gain, profit or dividends to its members.

**BY-LAWS  
Article VII  
Committees**

**Section 1.**

The president shall appoint such committees as appropriate and necessary to conduct the business of the association and to meet its purposes. He shall be an ex-officio member of all committees so appointed, with the exception of the Nominations and Elections Committee, on which he shall not serve.

**Article IV  
Meetings**

**Section 4.**

At all meetings, including meetings of the Board, Roberts' Rules of Order, Newly Revised, shall govern, unless otherwise provided for in these By-Laws.

## **CBFANC CODE OF CONDUCT**

CBFANC (The Association) values and respects the opinions and observations of all members, directors, officers and its assistants. This Code of Conduct attempts to ensure amicable relations between all parties in order to promote the purpose of The Association as stated in the Charter:

### **CHARTER (Articles of Incorporation)**

#### **Article II Purpose**

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The Association will endeavor to assure that members, directors, officers and its assistants can air views on a matter before the Board of Directors in a timely way, express views *for* a proposal, *against* a proposal or *changing* a proposal. Members, directors, officers and assistants will keep in mind the non-profit basis of The Association:

#### **Article III Non-Profit Organization**

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California, and shall not contemplate the distribution of gain, profit or dividends to its members.

In order to achieve the high objective of open, respectful, and relevant discussion, the Chair is granted the authority to assign and manage the agenda of the meeting in addition to the duration of time and order that people present at the meeting are allowed to speak.

Further, the Board has the discretion to admit members or non-members to be present a meeting, possibly to make a presentation, for an appropriate time, and also to ask members and non-members to leave the meeting.

At all times in meetings, directors, officers and assistants are to demonstrate respectful and friendly behavior toward other members, directors, officers and assistants or be subject to disciplinary action (see below). Behavior comprehends, but is not limited to, physical actions, language and tone.

To provide a safe venue for discussion, whether in person or with electronic aid, The Association's members, directors, officers and assistants also agree to abide by the following Rules of Order.

### **The Chair**

The President decides the cadence of the meetings, the time and duration. The Chair opens a meeting, whether general, special or an executive session. The Chair is normally the current President, but may be the first Vice-President (VP) if the President is absent or recuses him or herself. If the first VP is absent in such a case, then the second VP shall be the chair, or failing that the third VP. The chairing of a meeting can also be delegated to a member of the Board if the normal chair feels the circumstances warrant on a particular occasion.

The Chair has discretion to assign the floor as needed and also to assure that all views, whether in the pro or the con of a particular argument, can be heard. The Chair normally addresses committee reports (in the order that the Chair sees fit on that day) before addressing Old Business and New Business. The Chair has discretion on how long each report, speech, riposte, question and answer session, or other discussion can last to ensure that the meeting meets its stated or needed objectives.

### **Old Business**

Old Business concerns matters not resolved in previous meetings. The Chair may place this item on the agenda as is necessary to ensure that any important matters are dealt with timely. At the discretion of the Chair, Old Business does not necessarily need to be addressed during a given meeting.

### **New Business**

New Business normally comes at the end of a meeting, logically, as it may treat questions which naturally occur to people present in a meeting at the last minute. Keep in mind that the Chair normally tries to help maintain brevity through the committee reports precisely so that there is time for New Business.

### **Time Management**

The Chair is granted the authority to manage all aspects of the time of the meeting, including the cadence of reports, Old business and New business, especially with regards to the order of these. See below on various appeals to the Chair's discretion.

### **Assigning the Floor**

The Chair assigns the floor, and at that very instant, the person assigned the floor holds the floor. It is normally disrespectful at this time to challenge how the Chair assigns the floor, both to the chair and to the person given the privilege of speaking. See below on appeals to how and when the floor is assigned.

### **Holding the Floor**

Once a member, director, officer or assistant is assigned the floor, they may speak. It is proper to address the Chair. Once the speaker has yielded the floor, presumably after the entire report is given, the chair ipso facto again holds the floor and may entertain questions after a full report is given. If there are many parts to a report, the person holding the floor may grant time to others to ask questions and/or make a comment. Note that raising a hand (or a voice) before the person speaking has been able to finish a part of their speech is considered disrespectful because they are now burdened by an interruption. The person holding the floor has the discretion however to yield the floor to a question and/or comment. Even though the floor may be yielded for a brief comment and/or question, this in no way means that the assigned speaker has lost the floor. They may take it back at any time because the speaker was assigned the floor by the Chair. During any sequence of questions and/or comments, the Chair always has the right to take back the floor when necessary and re-assign, whether to keep the conversation on track and/or on time with the whole of the meeting.

### **Negativity and Impugning**

At all times, in all meetings whether in person or via an electronic aid, hostility toward a member, director, officer or assistant is discouraged. One may present how a plan or part of a plan will not work. But one may not direct a negative statement or implications of motive *to the person* of a member, director, officer or assistant. Depending on the severity of any such indiscretion, the person causing this infraction will be disciplined as soon as possible. See rules of discipline below.

### **Method of dispute**

If a member, director, officer or assistant finds that there is disorder, this person can call it out in the following way. At any time, a member, director, officer or assistant can raise a hand and say “Point of Order” and this point shall be heard and interrupt discussion. The point will be stated and the Chair can decide if true or untrue and make any arrangements as he or she sees appropriate. If the Chair’s decision is questioned, another Point of Order can be raised and this now will go to the entire voting Board, including the ex-officio officers who also have voting rights to decide what action is appropriate.

### **Removal of the Chair**

The Chair’s duties (not his or her person) can be removed for one meeting by a vote of the voting members of the Board and any ex-officio officers. The Chair can remain at the meeting but the Chair’s function at that particular meeting will be reassigned to the first VP, or second or third as their presence on that day dictates.

### **Disciplinary Actions**

All disciplinary actions are meant to keep the safe functioning of the business of the Board during a particular meeting, or in general for larger issues. For malfeasance, refer to the By-Laws. For lesser problems, especially regarding a board meeting in particular or at an industry function, we affirm the following:

If a member, director, officer or assistant creates an indiscretion (broadly defined), a member, director, officer or assistant can call it out. During a meeting, the Chair may decide what action is appropriate to take. If this is in dispute, the Board may give consensus. A first verbal warning shall be given. Or a move to further disciplinary action can be taken depending on the severity of the indiscretion. If a second indiscretion takes place (regardless of time, meaning perhaps in a subsequent meeting), this can be called out and adjudicated as above. But in the case of a third indiscretion, this matter shall be noted in the Minutes and documented.

Depending on the severity of an indiscretion, the chair or the chairman of the board may request a director to leave for the remainder of a specific meeting.

### **Censure**

If a member, director, officer or assistant impugns the motive of a member, director, officer or assistant, this shall be noted in the Minutes. On the occasion where (later) malfeasance is proven, there is nothing to worry about having been so recorded.

If a member, director, officer or assistant creates such a public display of indiscretion not reaching to impeachment, the Board may censure this person and record the fact in the Minutes and make notice publicly of the fact.

**Expulsion**

Refer to the CBFANC By-laws and any point of California non-profit state law which may supersede the By-laws.

*This document shall be signed annually by directors, officers and assistants. Admittance to a meeting may only be granted once this document is signed. By signing this document, the signer confirms to abide by this Code of Conduct and any disciplinary actions contained herein insofar as they are admissible under California state non-profit law.*

Name of director, officer or assistant:

Signature:

Date: