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ARTICLE 1
Name and Location

The name of this Association is "Southwest Movers Association, Inc." and it will have its principal office and headquarters in Austin, Texas.

ARTICLE II
Objectives

The objectives of this Association are:

1. To support the principles of ethical business practices and commercial integrity for those engaged in the business of transporting household goods, electronic equipment and related commodities and/or in the merchandise warehouse and/or storage business;
2. To promote the best interest of household good movers and warehousemen consistent with the public good;
3. To promote a spirit of cooperation among household goods movers and warehousemen and encourage them to affiliate with local, state and national associations;
4. To acquire, preserve and disseminate data and information of value to its members, the industry and the public;
5. To maintain good relations among customers, agents and van lines;
6. To maintain and promote programs for the mediation and settlement of consumer complaints;
7. To promote and support programs for the training of professional movers and other employees of member companies;
8. To promote motor vehicle and driver safety and support safe, convenient and adequate street and highway systems;
9. To support laws and policies that benefit association members, the moving and storage industry and the public; and oppose unfair, unreasonable or discriminatory laws or regulations; and
10. To support the principles of private enterprise and a business climate which affords a reasonable opportunity for profitability and financial security.

ARTICLE III
Membership

Section 1. Eligibility for Regular Membership.

Any person, partnership, firm or corporation (herein sometimes referred to as "member") engaged in business as a registered carrier of household goods and/or electronics equipment or related commodities, and/or storage business, within the State of Texas is eligible for regular membership in the Association. Representatives of affiliates and/or subsidiaries of national van lines with operations in Texas which operations are consistent with the objectives of the Association and are doing business in Texas, are also eligible for regular membership.

Any eligible party may become a member of the Association upon approval and acceptance by the Board of Directors and upon the payment of dues and assessments as provided herein.

Section 1.1 Provisional Membership

Upon proper application, any person, partnership, firm or corporation who has met the requirements in Article III; Section 1 shall be granted provisional membership status under Article III; Section 4. Provisional membership shall not exceed 30 days past either (1) the adjournment of the next meeting of the Board of Directors (Article IV; Section 1), or (2) the final decision of an appeal to the Board of Directors (Article III; Section 4).

Section 2. Associate Members

Any person, partnership, firm or corporation operating or conducting any type of business as a vendor providing services to the industry is eligible to become an associate member of the Association upon the appropriate payment of dues and assessments provided for herein; however, participation in the functions and activities of the Association by such associate members shall be limited to those functions and activities of the Association which the Board of Directors may determine from time to time.

Section 3. Honorary Membership

Any person who may have contributed an outstanding service to this Association or to the industry, and members of the industry who have retired from business may, as a mark of recognition of such distinguished service or because of faithful service as a member, be elected as honorary members of the Association.

Section 4. Application for Membership.

Application for any class of membership will be made in a form prescribed by the Association for that purpose. An application for membership must be accompanied by the payment of the correct amount of dues for the current year. Each applicant will be notified in writing of its approval or non-approval to membership. At the time the application is submitted, subject to a background check, signed acknowledgment of the Association Code of Ethics, payment of dues

and approval by the Executive Committee (Article IV, and Article VII, Sections 1-5), the Membership Committee (Article VII) or their designate, applicant will be granted provisional membership subject to final approval by the Board of Directors.

Any applicant for regular membership who is not elected into membership by the Board of Directors may appeal by a written request. The written request will be made to the Chairman of the Board or the Executive Director who shall present the application to the Executive Committee at the next meeting of the Board of Directors. The applicant will be notified of the time and place of the meeting at which the appeal will be considered and will be given an opportunity to appear in person on behalf of the appeal. If the Executive Committee fails to elect the applicant to membership by a majority vote of those present, a quorum being present, the applicant may appeal such failure to the Board of Directors. Notice of appeal to the Board of Directors will be in writing and addressed to the Chairman of the Board. The appeal will be placed on the agenda of the next meeting of the Board of Directors. A majority vote of the Board of Directors, a quorum being present, will be required for election to membership. The action of the Board of Directors is final.

Section 5. Suspension and Reinstatement.

Any member who fails to pay dues and assessments and/or fails to comply with the Association Code of Ethics may be suspended from membership if the association receives no response to a written notice of delinquency and all benefits of membership may be immediately terminated. Reinstatement of membership canceled because of late dues payments can be effected only by the payment of dues, assessments and arrears.

Section 6. Exclusion.

A member may be removed from membership for cause by a two-thirds vote of the Board of Directors. Removal for cause will occur only after the member has been advised of the complaint against him/her and has been given a reasonable opportunity to appear before the Board of Directors to present its defense. If a member is expelled, he/she may appeal from the decision of the Board to the next annual meeting of the membership, providing notice of intent to appeal to the membership is furnished in writing to the Chairman or Executive Director at least ten (10) days before the date when the appeal will be presented.

Section 7. Dues.

Dues, admission fees and special assessments, if any, for all classes of membership will be established by the Board of Directors and may be altered or amended at any regular or special meeting of the Board. No dues may be refunded to any member whose membership terminates for any reason.

ARTICLE IV Meetings

Section 1. Annual Meetings.

The membership of the Association will meet annually for the transaction of business. A time and place of the meeting will be determined by the Board of Directors and notice published to the membership at a reasonable time prior to the meeting.

Section 2. Special Meetings.

A special meeting of the membership may be called by the Board of Directors or Chairman at any time or may be called on the petition of five percent (5%) of the members in good standing. Notice of the time and place of the meeting and of its purpose will be communicated at least twenty (20) days prior to the date of the meeting to each member at the address shown on the records of the Association.

Section 3. Voting.

At all business meetings of the Association each member in good standing will have one vote, and may take part and vote only by and through the person authorized by these bylaws. Unless otherwise specifically provided by these bylaws, a majority vote of regular members present and voting shall govern.

Section 4. Quorum.

Five percent (5%) of the members constitute a quorum for the transaction of business at a regular or special meeting.

ARTICLE V Officers

Section 1. Elected Officers.

The Executive Committee of this Association shall consist of a Chairman, a Chairman-Elect, a Secretary/Treasurer, an Immediate Past Chairman, and three at-large members, one of which is to be the Chairman of the Rates and Rules Committee. Former SMA Chairmen may participate in the capacity of Ex Officios.

Section 2. Nomination and Election.

The Chairman-Elect shall automatically succeed to the Chairmanship. Annually, the Chairman shall appoint a nominating committee composed of the immediate past chairman and three other past chairmen. The nominating committee shall prepare and submit to the Board of Directors nominations for the offices of Chairman-Elect, Secretary/Treasurer and three at-large members. The committee will place the names of its nominees in nomination at the regular Board of Directors meeting at the annual meeting of the Association. Officers for the ensuing year will be elected by the membership.

Section 3. Terms of Office.

The Chairman, Chairman-Elect and Secretary/Treasurer will hold office for one year and until their respective successors are elected and qualified. Each at-large member will hold office for one year and until his respective successor is elected and qualified.

Section 4. Vacancies.

If a vacancy occurs during a term of office of an Officer, the Executive Committee may, by majority vote at any regular or called meeting, appoint an Officer to fill the vacancy and serve the unexpired term of the office, subject, however, to confirmation of the appointment by the Board of Directors at its next regular or special meeting.

Section 5. Duties of the Officers.

A. Chairman of the Board. The Chairman is the Chief Elected Officer of the Association. He shall have full voting privileges as a member of the Board, and will preside over all regular meetings of the Association, the Board of Directors and the Executive Committee; exercise general supervision over the affairs of the Association, and perform the duties incident to his office and as may be prescribed by the Board of Directors and the bylaws. The Chairman appoints and is an ex-officio member of all committees and will call and preside over special meetings of the Association.

B. Chairman-Elect. The Chairman-Elect will assist the Chairman in the performance of his duties and will, in the absence of the Chairman, perform the duties which otherwise devolve upon the Chairman.

C. Secretary/Treasurer. The Secretary/Treasurer shall have oversight and access to all financial matters of the association and shall perform other duties as the Board of Directors or Chairman may direct.

D. At-Large. At-Large members will have the duties and responsibilities of serving as members of the Executive Committee.

Section 6. Compensation.

The elected Officers of the Association will receive no compensation.

ARTICLE VI Board of Directors

Section 1. Powers.

The Board of Directors is the governing body of the Association. The Board of Directors supervises, controls and directs the affairs of the Association, determines its policies or changes therein; actively prosecutes its objectives and supervises the disbursement of its funds. The Board may adopt rules and regulations for the conduct of its business and may, in the execution of its powers granted, delegate certain of its authorities and responsibilities to the Executive Committee and/or Executive Director.

Section 2. Composition.

The Board of Directors is composed of the elected Officers of the Association; all active past Presidents and/or active past Chairmen of the Board; not less than fifteen (15) members who are representative of the Association Membership; and may include the Chief Staff Executive as an ex-officio member. Only those members on the Board who are still active in the industry will have voting rights. The Board of Directors shall be elected from the rolls of the membership, excluding honorary members, in good standing. At least one voting position on the Board will include an associate member.

Section 3. Terms of Office.

The term of office for an elected Director shall be for three (3) years from the date of their election with approximately one-third of the total number of directors being elected each year.

Section 4 Meetings.

A regular meeting of the Board of Directors will be held no less than two (2) times during each calendar year at a time and place designated by the Board. Notice of all meetings will be given to the Directors no less than thirty (30) days before the meeting is held. Special meetings of the Board may be called by the Chairman by notice given to each member of the Board no less than five (5) days before the meeting is held. Notice of any regular or called meeting of the Board may be waived in writing.

Section 5. Quorum.

At any meeting of the Board of Directors, one-third of the voting members of the Board will constitute a quorum for the transaction of the business of the Association and any business thus transacted will be valid if affirmatively passed upon by a majority of those present.

Section 6. Voting.

Voting rights of a Director may not be delegated to another nor exercised by proxy.

Section 7 Voting by Ballot.

Action by ballot of the members of the Board of Directors will be valid action of the Board and will be reported at the next meeting of the Board.

Section 8 Compensation.

Members of the Board of Directors will receive no compensation.

Section 9 Vacancies.

Except when caused by illness or unavoidable incident, the absence of any member of the Board from three consecutive meetings of the Board of Directors shall render vacant the absentee's membership on the Board of Directors. The reinstatement after removal for absence from two consecutive meetings of the Board of Directors may be had only on majority vote of the remaining members of the Board of Directors.

ARTICLE VII Executive Committee

Section 1. Powers and Duties.

The Executive Committee may act in place and instead of the Board of Directors between Board meetings on all matters except those specifically reserved to the Board by the bylaws. Actions of the Executive Committee will be reported to the Board at the next Board meeting.

Section 2. Composition.

The Chairman, Chairman Elect, Immediate Past Chairman, Secretary/Treasurer, Rates and Rules Committee Chairman and two at-large members constitute the Executive Committee of the Association. The chief staff executive may serve as an exofficio member of the committee.

Section 3. Quorum.

A majority of the members of the Executive Committee will constitute a quorum for the transaction of business of the Association and any business thus transacted will be valid if affirmatively passed upon by a majority of those present.

Section 4. Call of Meetings.

The Chairman will call any meetings of the Executive Committee that the business of the Association requires or meetings will be called at the request of three members of the Executive Committee. Notice of any meeting will be given to every member of the Executive Committee within a reasonable time prior to the meeting.

Section 5. Voting.

Voting rights of a member of the Executive Committee may not be delegated to another nor exercised by proxy.

ARTICLE VIII Committees

The Chairman will appoint the chairmen and vice-chairmen of the standing committees and establish and appoint members of any special committees that the Chairman deems necessary for the efficient operation of the affairs of the Association.

ARTICLE IX
Executive Director

The Executive Committee may employ a Chief Paid Executive whose terms and conditions of employment will be specified by the Executive Committee.

ARTICLE X
Indemnification

Each Director, Officer, Employee of the Association and others as may be specified from time to time by the Executive Committee, will be indemnified by the Association against all expenses, liabilities and claims, including attorney's fees, reasonably incurred, imposed or compromised in connection with any proceeding in which such person may be made a party, or in which such person may become involved, by reason of being or having been a Director, Officer, Employee or other person specified by the Executive Committee, except in cases wherein the person is adjudged guilty of malfeasance in the performance of his duties. The foregoing right of indemnification is in addition to, and not exclusive of, all other rights to which the person may be entitled. The Association, at the direction of the Executive Committee, may secure and pay for insurance to cover the indemnification provided for in this article.

ARTICLE XI
Seal and Insignia

This Association shall have an official seal/logo that shall be in such form and design as may be approved by the Board. Members shall be entitled to print on their stationery a statement to the effect that such person, partnership, firm or corporation is a member of this Association. Upon discontinuance of membership for any cause whatsoever, such persons, partnerships, firms or corporations shall discontinue use or display on business stationery and elsewhere, the seal/logo of the Association, or any sign, symbol or statement indicating membership therein.

ARTICLE XII
Amendment of Bylaws

These Bylaws may be amended by a majority of the members present at the annual membership meeting. Amendments may be proposed by the Board of Directors or upon petition of twenty-five (25) regular members addressed to the Board. All proposed amendments will be presented by the Board to the membership with or without recommendation. Notice of any proposed amendment will be communicated to the membership at least ten (10) days prior to voting on it, exclusive of the date of communication.

ARTICLE XIII
Adherence to Bylaws and Rules

Every person, firm, partnership, or corporation becoming a member of this Association shall abide by all of the requirements and conform to all the rules and regulations of the Association whether expressed in the Bylaws or otherwise, which may from time to time be adopted by the Board of Directors or by the Association.

ARTICLE XIV
Association Participation and Assistance
in Texas Department of Transportation Proceedings

Section 1. Association Assistance in Texas
Rate Proceedings.

In accordance with the procedures prescribed hereafter in these Bylaws, the Association shall represent its members before the Texas Department of Transportation. As directed and ordered by the said Texas Department of Transportation the Association shall compile, publish and make available to the Department, Association members and interested members of the public pertinent tariff or other publications. The rates, classifications, rules, allowances, charges and all rate and tariff matters so compiled, published and made available shall be limited exclusively to those accepted and filed by the Texas Department of Transportation. As hereinafter provided, each member shall be entitled to present fully its proposals, opposition to proposals and viewpoints to the Association and to individual members of the Association as well as independently to present such proposals, opposition to proposals and viewpoints concerning proposals directly to the Texas Department of Transportation.

Section 2. Services of the Association

The Association shall have the responsibility for:

A. Proposals

The Association shall maintain a system for the orderly consideration of proposed changes in rates, tenders, charges, classifications, divisions, allowances, rules, regulations and related rate and tariff matters to be submitted to the Texas Department of Transportation pertaining to the business of its members pertaining to tariff traffic.

B. Texas Tariff

Subject to express prescription of the Texas Department of Transportation, the Association shall compile, publish, file and make available to the Department, Association members and the public, the required Tariff publications.

C. Other Pertinent Data, Reports and Information

The Association shall investigate, procure, analyze, compile, publish and assimilate statistics, reports and information which relate to any of the purposes for which the Association is organized and which may be required by the Texas Department of Transportation or other governing agencies or which may be of assistance or interest to said Department or other governing agencies or which may be of interest to the membership; provided that publication of any rate item or Tariff relating to Texas intrastate commerce shall be effected only pursuant to authority and approval of and prescription by the Texas Department of Transportation, as required by Texas law. The term "tariffs" as used throughout these Bylaws shall be deemed to include any tariff and supplements published by the Association.

ARTICLE XV Rates and Rules Committee

Section 1. Composition and Terms

The Rates and Rules Committee shall consist of members appointed from the regular membership by the Chairman of the Board in accordance with Article VIII of these Bylaws. Members of the Rates and Rules Committee shall serve for one (1) year; however, any member of the committee may serve any number of successive terms.

Section 2. Chairman

The Chairman of the Board shall also duly appoint the Chairman of the Rates and Rules Committee who shall preside over all of such committee's meetings and who shall report to the Board of Directors concerning the committee's activities.

Section 3. Meetings

The Rates and Rules Committee shall meet on call by the Chairman of the Committee upon 10 days notice to the members of the Committee at the offices of the Association, or at such other places as shall be designated by the Chairman of the Committee.

Section 4. Vacancies

If for any reason a vacancy shall occur among the members of the Rates and Rules Committee, such vacancy shall be filled by the Chairman of the Board of Directors.

ARTICLE XVI Procedures for Rates and Rules Committee Submission, Consideration and Decision

Section 1. Submission to Rates and Rules Committee

All proposals by members for changes in maximum rates, charges, classifications, exceptions to classifications, allowances, rules, regulations and other tariff matters to be filed with the Texas Department of Transportation, which affect said members' operations, shall be submitted in writing by the member to the Rates and Rules Committee. Written submission may be waived by the Chairman.

Section 2. Scheduling of Proposals for Committee Consideration

Proposals received not later than twenty (20) days prior to the date of the meeting of the Rates and Rules Committee shall be placed on the proposed agenda for consideration by the Rates and Rules Committee at such meeting. Proposals also may be considered on an emergency basis as determined by a majority vote of the members of the Rates and Rules Committee. An emergency shall be deemed to exist in those instances in which a majority determines that there is an imperative public necessity that requires the suspension of the normal rules and dictates an earlier disposition of such proposal.

Section 4. Proposal Not Required

Changes of the character described below may be filed with the Texas Department of Transportation by the Committee without filing of a formal proposal and without formal publication and consideration by the Rates and Rules Committee:

- (a) Proposals concerning correction of clerical and/or typographical errors, provided such errors have not been in place and effect more than ninety (90) days.
- (b) Proposals concerning changes made necessary by law or action of the Texas Department of Transportation on its own motion.

Section 5. Consideration and Disposition

Upon presentation of a proposal, the Rates and Rules Committee shall vote thereon and the disposition of the Committee shall be published in a communiqué to all members. Proposals considered on an emergency basis shall be so published

to all members and subscribers to the tariff containing a brief statement defining the nature of the emergency. The Rates and Rules Committee shall either (1) clear the proposal for filing with the Texas Department of Transportation; (2) recommend adoption of the proposal for future submission; (3) recommend amendment of the proposal; (4) defer the proposal for additional consideration or study; or (5) recommend disapproval of the proposal, all subject to the right of the proponent and/or supporter thereof independently to file such proposal with the Texas Department of Transportation as provided in these Bylaws.

Section 6. Support or Opposition

Any member of the Association and any interested party shall have the right to file with the Rates and Rules Committee a written statement supporting or opposing any pending proposal. If the person desiring to file such a written statement does not plan on being at the meeting, he may forward copies of his statement to the Chairman who will distribute such copies to the Rates and Rules Committee at the meeting. In addition, any member of the Association and any interested party shall have the right to appear before the Committee to orally present his or her views relating to a proposal, subject to such procedural rules as may be ordered by the Chairman.

Section 7. Majority Vote

Disposition by the Rates and Rules Committee shall be by majority vote of the members present, provided there is a quorum.

Section 8. Procedural Directive of Texas Department of Transportation

The foregoing procedure shall not apply where the Texas Department of Transportation by rule, decision, order or otherwise, directs any different procedure or procedures.

Section 9. Open Meetings

All Rates and Rules Committee meetings shall be open to the public. Notice of Rates and Rules Committee meetings shall be given to all multiple users of members' Texas services in accordance with applicable regulations of the Texas Department of Transportation.

ARTICLE XVII Independent Action

Section 1. Unrestricted Right to Act

Each and every member of the Association shall be accorded the free and unrestrained right to take independent action with respect to publication of its own proposal as to rates, rules and regulations either before, during or after any determination under the Rates and Rules Committee procedures provided in these Bylaws. Such procedures provided in these Bylaws are advisory in nature only and not mandatory or binding upon the rights and privileges of any member or other affected carrier.

Section 2. Publication by Association Upon Request

Any member or members taking independent action shall notify the Association and request the Association to cause notice thereof to be published in such publication as may be authorized by the Rates and Rules Committee. Public notification by the Association provided in this paragraph shall state that the change proposed will be sought only for account of the member or members taking independent action unless within ten (10) days from date of issuance of said notice, other members advise in writing that they desire publication made also for their account and in such event the Association shall advise such other members' joinder in the proposal.

Section 3. No Association Protest

The Association shall not file any protest or complaint with the Texas Department of Transportation against any independent action of any member as to rates, rules or regulations as it pertains to the tariff.

Article XVIII, Dissolution

On dissolution of the Southwest Movers Association any funds or assets 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.

THESE BYLAWS WERE ADOPTED

EFFECTIVE THE
Twenty-first day of September, 2007