

BYLAWS OF GLOBAL FREIGHT GROUP

ARTICLE 1.

NAME

The name of (the “Corporation”) is Global Freight Group.

ARTICLE 2.

OFFICES

2.1 **Registered Office.** The registered office of the Corporation shall be located at Matthews & Branscomb, 106 South St. Mary's Street, Suite 700, San Antonio, Texas 78205.

2.2 **Other Offices.** The Corporation may also have offices at other places in or out of the state of Texas as the Board of Directors may determine or as the business of the Corporation may require.

ARTICLE 3.

ACTIVITIES

The Corporation's operation shall be confined to the purposes set forth in the Articles of Incorporation of the Corporation.

ARTICLE 4.

MEMBERS

4.1 **Qualification for Membership.** Only companies primarily and actively involved in international transportation and customs brokerage may qualify as members.

4.2 **Term of Membership.** Memberships of Full Members shall be for a term of two years. After the expiration of a Member's first term, the Member's status may be revalidated every two years. If the Board of Directors deem any member to have failed the membership conditions they must again be duly elected by a majority of voting Members at a bi-annual meeting of the Corporation for of work register.

4.3 **Categories of Members.** The Corporation shall have the following Categories of membership.

- (1) Full Member - Exclusive right to vote
Obligation to attend main meeting each Fall
- (2) Aspirant Member - No voting rights
Obligation to attend main Fall meeting (Interim period between Observer and Associate)
- (3) Observer - No voting rights
Obligation to attend first three meetings Entry period of six months to Aspirant Member
- (4) Affiliate - No voting rights
Obligation to attend one bi-annual meeting within two years of joining.

4.4 **Acceptance and Promotion of Members.** The Board of Directors may introduce a prospective member to the Bi-Annual meeting of the Members and invite such person or company to become an Observer Member for a period of six months from the date of such meeting. Upon recommendation by the Board to the Members, the Observer Member shall become an Aspirant Member upon the vote of a majority of the voting Members for an additional period of six months. After six months as an Aspirant Member and after review by the Board of Directors, an Aspirant Member may be presented as a potential Full Member to the Members at a Bi-Annual meeting of the Members. Full Members must be approved at a Bi-Annual meeting of the Members by vote of a majority of the voting Members.

4.5 **Secondary Coverage.** Members may request the appointment of secondary coverage in an area where the current representation was felt to be providing inadequate service or reciprocation. The future GFG surveys will provide the opportunity to list requests and in those cases where at least five (5) members indicate the same country, city or state, the membership committee will be authorised to seek a secondary member to satisfy member needs.

4.6 **Non-Attendance of Meetings.** If a member fails to attend a required meeting, they shall be subject to a monetary fine and, if they miss two consecutive required meetings, a second member for their country, city or state will be sought.

4.7 **Code of Ethics.** It is hereby stated that the Group accepts the Code of Ethics and that all Members agree to abide by these standards.

ARTICLE 5.

MEETINGS OF THE MEMBERS

5.1 **Place of Meetings.** Meetings of Members shall be held at the time and place as determined by the Board of Directors and stated in the notice of the meeting or in a waiver of notice.

5.2 **Bi-Annual Meetings.** A Bi-Annual meeting of the Members shall be held each year on a day and time determined by the Board of Directors. At the meeting, the Members shall elect Directors and transact such other business as may be properly brought before the meeting.

5.3 **Voting List.** At least ten (10) days before each meeting, a complete list of the Members entitled to vote at the meeting, arranged in alphabetical order, with the address of each and the number of voting shares held by each, shall be prepared by the Secretary. The list, for a period of ten (10) days prior to the meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any Member at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting during the whole time thereof, and shall be subject to the inspection of any Member the whole time of the meeting.

5.4 **Special Meetings.** Special Meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation or by these Bylaws, may be called by the President, the Board of Directors or the vote of not less than one-tenth (1/10th) of all voting Members. Business transacted at a special meeting shall be confined to the purposes stated in the notice of the meeting.

5.5 **Notice.** Written or printed notice stating the place, day and hour of meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) or more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or person calling the meeting, to each Member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his address as it appears on the records of the Corporation, with postage thereon paid.

5.6 **Quorum.** A majority of the Members entitled to vote thereat, present in person or represented by proxy, shall be requisite and shall constitute a quorum at meetings of the Members for the transaction of business except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws. If a quorum is not present or represented at a meeting of the Members, the Members entitled to vote, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum is present or represented. At an adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

5.7 **Majority Vote:** Withdrawal of Quorum. When a quorum is present at a meeting, the vote of a majority of the Members having voting power, present in person or represented by proxy shall decide any question brought before the meeting, unless the question is one on which, by express provision of the statutes, the Articles of Incorporation or these Bylaws, a higher vote is required, in which case the express provision shall govern. The Members present at a duly constituted meeting may continue to transact business until adjournment, despite the withdrawal of enough Members to leave less than a quorum.

5.8 **Method of Voting.** Each voting Member shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of Members. At any meeting of the Members, every Member having the right to vote may either in person, or by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after five (5) months from the expressly provided therein to be irrevocable and unless otherwise made irrevocable by law. Any vote may be taken by voice or by show of hands unless someone entitled to vote objects, in which case written ballots shall be used.

5.9 **Record Date:** Closing Transfer Books. The Board of Directors may fix in advance a date for the purpose of determining Members entitled to notice of or to vote at a meeting of the Members. Such record date to be not less than ten (10) nor more than sixty (60) days prior to the meeting; or the Board of Directors may close the membership list for such purpose for a period of not less than ten (10) nor more than sixty (60) days prior to such meeting. In the absence of any action by the Board of Directors, the date upon which the notice of meeting is mailed shall be the record date.

5.10 **Action Without Meeting.** Any action required by statute to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the same force and effect as a unanimous vote for the Members. The consent may be in more than one counterpart so long as each Member signs one of the counterparts. The signed consent, or a signed copy, shall be placed in the minute book.

5.11 **Telephone and Similar Meetings.** Members may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

5.12 **Order of Business at Meetings.** The order of business at bi-annual meetings and so far as practicable at all other meetings of Members shall be set by Board of Directors.

ARTICLE 6.

BOARD OF DIRECTORS

6.1 **Governing Body.** The Board of Directors of the Corporation shall constitute its governing body and shall have such powers and authority as shall be conferred upon the directors by the Articles of Incorporation, the Bylaws and the general law of the state of Texas.

6.2 **Numbers.** The Board of Directors of the Corporation shall consist of five to fifty directors. Each shall serve for a term of two years, and thereafter until his successor is elected or appointed and qualified.

6.3 **Commission of the Board of Directors.** The Board of Directors of the Corporation shall be duly elected by a majority vote of the voting Members present at the bi-annual meeting of the Members. Vacancies on the Board of Directors of the Corporation shall be filled by a majority vote of the Directors present at a meeting of the Board of Directors of the Corporation. Any person of any membership category, providing that they are a financial member, may be appointed to the Board of Directors at the discretion of the Board on the condition that they must compulsorily attend all GFG designated meetings

6.4 **Resignation and Removal.** The Board of Directors may accept the resignation of any Director, which is submitted in writing at any meeting of the Board of Directors or at any time.

6.5 **Chairman of the Board.** The President of the Corporation shall be the Chairman of the Board of Directors. The Chairman shall preside at all meetings of the Board of Directors and shall perform all of the duties commonly incident to the office of the Chairman.

6.6 **Ex Officio Member.** The Ex-President shall serve, for two years following the expiration of his or her term as President, as non-voting ex officio member of the Board of Directors. The Board of Directors may, by resolution adopted by a majority of the whole Board, designate additional voting or non-voting ex-officio members of the Board of Directors.

ARTICLE 7.

MEETING OF the BOARD OF DIRECTORS

7.1 **Number, Date, and Place.** The Board of Directors of the Corporation shall hold at least two (2) meetings in each calendar year. All meetings of the Board of Directors shall be held at a place and time designated by the Board of Directors.

7.2 **Notice.** Notice of all meetings of the Board of Directors of the Corporation, stating the time and place of such meeting, shall be given at least three (3) calendar days prior to the date of the meeting by the officer of the Corporation by mailing the same to each director at his address as the same shall appear on the records of the Corporation. No notice needs to be given to any director from whom waiver of notice has been received.

7.3. **Quorum.** A quorum of the Board of Directors shall be a majority of the Board of Directors.

7.4. **Action Without a Meeting.** Any action, which may or must be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Directors. Such unanimous written consent shall have the same force and effect as a unanimous vote.

7.5. **Telephone Meeting.** Subject to the provisions of these Bylaws for notice of meetings, the Board of Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section 7.5 shall constitute presence in person at such meeting, except for a person who participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

7.6 **No Voting by Proxy.** A Director may not vote by proxy.

ARTICLE 8.

OTHER COMMITTEES

8.1. **Designation.** The Board of Directors may, by resolution adopted by a majority of the whole Board, designate one (1) or more committees.

8.2 **Number Qualification:** Term. The committees shall consist of two (2) or more persons. The committees shall serve at the pleasure of the Board of Directors.

8.3 **Authority.** The committees, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the Corporation.

8.4. **Change in Number.** The number of committee members may be increased or decreased from time to time by resolution adopted by a majority of the whole Board of Directors.

8.5. **Removal.** Any member of the committee may be removed by the Board of Directors by the affirmative vote of a majority of the whole Board, whenever in its judgment the best interests of the Corporation will be served thereby.

8.6. **Vacancies.** A vacancy occurring on any committee (by death, resignation, removal or otherwise) may be filled by the Board of Directors in the manner provided for original designation by section 8.1 of these Bylaws.

8.7. **Meetings.** Time, place and notice (if any) of any committee meetings shall be determined by each committee.

8.8. **Quorum:** Majority Vote. At meetings of any committee, a majority of the number of members designated by the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting at which a quorum is present shall be the act of the committee, except as otherwise specifically provided by statute, the Articles of Incorporation or these Bylaws. If a quorum is not present at a meeting of the committee, the members present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present.

8.9. **Procedure.** Each committee shall keep regular minutes of its proceedings and report at the same to the Board of Directors when required. The minutes of the proceedings of each committee shall be placed in the minute book of the Corporation.

8.10. **Action Without a Meeting.** Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the committee. Such consent shall have the same force and effect as a unanimous vote at a meeting. The signed consent, or a signed copy, shall be placed in the minute book.

8.11 **Telephone and Similar Meetings.** Committee members may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

8.12 **Responsibility.** The designation of a committee and the delegation of authority to it shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law.

ARTICLE 9.

OFFICERS

9.1 **Officers.** The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, and such other officers as may be elected by the Board of Directors. The Board of Directors may also appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers as the Board of Directors may deem necessary. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

9.2. **Election.** The officers of the Corporation required by the section 9.1 above shall be nominated by the Board of Directors and these nominations will then be voted on by the Full Members at the bi-annual General Assembly meeting, and such officers shall hold office for terms of two (2) years and until their successors have been elected and have qualified.

9.3. **Removal.** Any officer may be removed at any time, with or without cause, by resolution of a majority of the directors present at any meeting of the Board of Directors.

9.4. **President.** The President shall be the chief executive officer of the Corporation and shall perform all of the duties commonly incident to his office and such other duties as the Board of Directors shall designate from time to time. The President shall be a member of the Board of Directors.

9.5. **Vice-President.** The Vice President shall be vested with all of the powers and shall perform all of the duties of the President in case of the absence or disability of the President, shall perform all duties commonly incident to such office and shall have such other powers and perform such other duties as the Board of Directors shall designate from time to time.

9.6. **Secretary.** The Secretary shall keep accurate minutes of all meetings of the Board of Directors, shall perform all the duties commonly incident to such office, and shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time.

9.7. **Treasurer.** The Treasurer shall keep or cause to be kept full and accurate records of all receipts and disbursements in the financial books of the Corporation, shall perform all the duties commonly incident to such office, and shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time.

9.8. **Vacancy.** If any office shall become vacant by reason of death, resignation, removal or otherwise, the Board of Directors shall appoint a successor or successors for the unexpired term or terms.

9.9 **Delegation of Powers.** In the event of the absence or disability of any officer of the Corporation, the Board of Directors may delegate his or her powers and duties for the time being to any other officer or officers.

ARTICLE 10.

INDEMNIFICATION

10.1 **Extent of Indemnification.** The Corporation shall indemnify and may advance reasonable expenses to any person who is serving or has served as a director, officer, or committee member of the Corporation to the greatest extent then permitted by the Texas Non-Profit Corporation Act (the 'INPCA') and other applicable law. Indemnification as provided in this Article 11 shall insure to the benefit of the Heirs, executors and administrators of any person who held a position named in this Section.

10.2 **Other Remedies.** Indemnification provided in this Article shall not be exclusive of any other rights to which a person who held a position identified in Section 11.1 may be entitled by law, agreement, vote of disinterested directors, or otherwise.

10.3. **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person (and may reimburse any such person for the reasonable and necessary cost of obtaining and maintaining personal insurance) against any liability which may be incurred by him arising out of his status as director, officer, committee member or employee of the Corporation, whether or not the Corporation would have the power to indemnify him against any such liability in section 11.1.

ARTICLE 11.

INTERESTED OFFICERS OR DIRECTORS

Any Director or Officer of the Corporation who has financial interest in any proposed contract or transaction with the Corporation shall disclose to the Corporation's Board of Directors the material facts regarding such interest and shall not participate in or be present at any evaluation or approval of such proposed contract or transaction by the Corporation's Board of Directors. Further, any such contract or transaction shall be approved by a disinterested majority of the Corporation's Board of Directors. Nothing in this Article, however, shall render a contract or transaction void or voidable solely because the director or officer is present at or participates in the meeting of the Board of Directors that authorises the contract or transaction, or solely because the directors or officers votes are counted for that purpose, it is not rendered void or voidable in accordance with Article 1396-2.30 of the TNPCA.

ARTICLE 12.

AMENDMENTS

Provided that notice of the proposed amendment or amendments shall have been given in the notice of such meeting, these Bylaws may be amended at any meeting of the Board of Directors by a majority vote of the directors present.

ADOPTED by the Board of Directors on October 1999

Secretary Global Freight Group