

**BYLAWS OF  
REAL WOMEN IN TRUCKING, INC.**

The name of the organization is REAL Women in Trucking, Inc. The organization is organized in accordance with the Florida Not For Profit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization is organized exclusively for purposes subsequent to section 501(c)(6) of the Internal Revenue Code.

**ARTICLE I  
PURPOSE**

**MISSION STATEMENT OF REAL WOMEN IN TRUCKING, INC.**

*To deliver highway safety through leadership, mentorship, education, and advocacy.*

The REAL Women in Trucking, Inc. was formed as a corporation that is not for profit for the betterment of the industry and is primarily focused on professional truck driver concerns. The corporation shall be primarily engaged in activities or functions that promote safety, education, personal responsibility and to disseminate reliable industry information with the intent to increase retention of qualified individuals who have the aptitude for truck driving.

The corporation shall be substantially supported from activities related to its exempt purpose.

**Activities:**

1. Outreach to educate organizations and the public on practices related to entry level truck driver training. **Objective:** To improve safety, foster transparent recruitment practices and reduce waste associated in the distribution of tuition funds from state and federal programs.
2. Outreach to educate other trade groups in all areas of the supply chain and transportation sector. **Objective:** To encourage corporate responsibility in the domestic supply chain as it relates to use of trucking carrier fleets that rely on student labor and lease contract programs designed to benefit primarily the company.
3. Outreach to educate human resource professionals who are seeking a path to implement best practices, meet “Good Faith” EEO requirements and develop methods to improve the workplace culture. **Objective:** To bring greater accountability on the unique safety concerns, harassment, discrimination issues that occur in the workplace as related to truck drivers.
4. Promote an authentic image of women who work as truck drivers **Objective:** To foster an environment that encourages emotionally mature mentorship and eradicates victim-blaming.
5. Encourage the trucking industry to implement improved entry level driver training including intelligent harassment and discrimination education and annual retraining. **Objective:** To reduce needless turnover and improve toxic workplace culture with a mutually respectful environment.

6. Promote the retention of women drivers in the industry by creating a reliable resource of information and advanced training opportunities. **Objective:** Reduce turnover of able female entry level truck drivers who are misled about the realities of the profession.
7. **Advocate:** Provide a platform to address driver concerns such as truck parking, driver wages and technology to promote highway safety, modernization of practices and educate the public about the work of truck drivers. **Objective:** Empower truck drivers with knowledge and unity to preserve the profession of truck driving as a honorable career that provides a living wage and healthy work environment.

## **ARTICLE II**

### **OFFICERS AND DIRECTORS**

**Section 1. Number of Officers and Directors.** The organization shall be managed by a Board of Directors consisting of Three (3) to Five (5) officer(s) and director(s) and provide for the nomination and election of Alternate Board members that hold no voting rights but may act as “Prospective Directors” who are being vetted by the sitting Board Members.

**Section 2. Election and Term of Office.** Officers shall be elected at the first meeting of the Board of Directors, immediately following the annual meeting and shall serve a (5) year term *or* until a successor has been elected and qualified. Directors shall be elected at the annual meeting of the Board of Directors and shall serve a two (2) year term, or until a successor has been elected and qualified. Directors may be nominated and elected to an Officer seat if one is available and they are qualified. Alternate Directors shall be elected to serve a two (2) year term and may be nominated at any scheduled meeting with 10 days written notice. There are no term limits.

**Section 3. Removal / Vacancies.** An Executive Officer, Director or Alternate Director shall be subject to removal, for not meeting duties or other causes, such as one or more of the following: violation of the Conflict of Interest policy, Violation of the Non-Disclosure Policy, Violation of the Duty of Loyalty Policy, not meeting duties as a Officer, Director or Alternate Director. Removal will occur at a meeting called for that purpose. A notice stating cause for removal and notice of meeting date, time, and place shall be sent to the individual proposed for removed at least 30 days before final action by the board. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other cause, may be filled by the remaining Officers, Directors and Alternate Directors.

**Section 4. Officers.** The executive officers of the organization shall be a President, one or more Vice-Presidents (*as determined by the Board of Directors but not required*), a Treasurer, and a Secretary. Two or more offices may be held by one person. The President may not serve concurrently as a Vice President.

- a. **President/Chairman.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.
- b. **Vice President.** The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.
- c. **Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the

organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

- d. Treasurer/CFO.** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

**Section 5. Directors** Directors shall be elected at the annual meeting of the Board of Directors and shall serve a two (2) year term, or until a successor has been elected and qualified. Directors may be nominated and elected to an Officer seat if one is available and they are qualified.

**Section 7. Non-Voting Board Members.** Alternate Directors and Board of Emeritus titles shall hold no right to vote on Board matters nor are general membership individuals entitled to vote on organization business.

**Section 8. Alternate Directors** are not required though the title is available to those who have been nominated and elected. Alternate Director (s) may attend meetings to observe and to be evaluated as to whether they will be a good long term fit into a mutually respectful team that is held accountable to meet goals and deadlines. Alternate Director (s) may be lead or be asked to participate in general tasks and committees.

Alternate Directors shall not hold voting authority and may only be voted into a full voting Officer or Director seat if one is available and after they have completed a two (2) year term as an Alternate Director or at least one (1) full year as a RWIT member in good standing who has met the criteria and qualifications for an Officer or Director title in the organization.

**Alternate Director Criteria:**

- Is a paid RWIT member who is in good standing.
- Expresses interest in becoming a future RWIT Board Officer or Director.
- Exhibit qualities that meet the RWIT qualification standards.
- Has volunteered for projects and events and is able to meet deadlines.
- Has comprehension of RWIT mission and vision
- Is nominated by a sitting Board Member and voted to a seat by a majority

**Section 9. Board of Emeritus** A Board of Emeritus title shall honor those who have served on the Board of Directors with distinction and excellence.

Emeritus members are honorary titles that do not hold voting power. Nomination for the Board of Emeritus shall be from a sitting Board member and reserved for Board members who are in good standing. A Board of Emeritus member *may* receive all written notices and information related to meetings and organization business so long as they are able to abide by the Disclosures of Conflicts of Interest, practice the Duty of Loyalty to the organization and not violate the Non-Disclosure Agreement that injures the REAL Women in Trucking, Inc. organization. A Board of Emeritus member shall not be subject to any attendance policy, nor shall be counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting.

Eligibility for the title of Board of Emeritus requires the individual is a current or former member of the REAL Women in Trucking Board of Directors

**who:**

1. Has served the REAL Women in Trucking Board of Directors with distinction  
Held an important leadership role, and made or continues to make significant contributions
2. Has completed the term(s) for which she was appointed except in the case of personal hardship that would cause the individual to have to resign before their term expires.

Election of Board of Emeritus members shall be annually, with the recommendation of the board nominating committee to consider potential candidates and who may nominate one (1) or more individuals for a Board of Emeritus title. The Executive Committee will present the nomination(s) along with supporting statements to the REAL Women in Trucking Board of Directors for consideration. A simple majority vote of directors present at a meeting at which a quorum is present is sufficient to approve an appointment.

**Section 10. Removal/ Vacancies.** An Emeritus member or Alternate Director shall be subject to removal, for not meeting duties or other cause, such as violation of Conflict of Interest policy, Violation of the Non-Disclosure Policy, Violation of Duty of Loyalty Policy, not meeting duties as a Director. Removal will occur at a meeting called for that purpose. A notice stating cause for removal and notice of meeting date, time, and place shall be sent to the director proposed for removed at least 30 days before final action by the board. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other cause, may be filled by the remaining directors or other existing alternate directors who are in good standing.

### **ARTICLE III** **Composition and Qualifications**

Qualifications for election as an Officer or Director in the Corporation shall be as follows, but in no case shall it be restricted on the basis of race, sex, ethnic origin, or religious or political persuasion.

1. Criteria for a Board of Director leadership position requires that at least 51% of sitting Board members have at least 1 year experience operating a commercial vehicle as a solo driver within the past 15 years and/or a skill that can help RWIT grow as an organization.
2. Willingness to follow through with tasks, the ability to communicate in a emotionally mature and mutually respectful manner, and meet deadlines working in a team atmosphere.
3. Willingness to be transparent: must complete RWIT vetting process, engage in social media networking, complete a thorough LinkedIn profile resume
4. Board members are expected to understand and complete onboarding policies and procedures, including the “Give, Get, or Get Off” principles of thriving nonprofit organizations as set forth by the National Leadership Institute Board Engagement governance model, and as explained in the RWIT onboarding documents.

5. Candidate must know the history and origin of RWIT, be able to recite the mission statement, explain the vision of the organization, and believe in the values.

6. Board members are expected to always be seeking potential new board members that can bring new ideas and diversity to RWIT in addition to promoting general membership and ethical sponsors

#### **ARTICLE IV** **MEETINGS**

**Section 1. Annual Meeting.** An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

**Section 2. Regular Meeting.** The Board of Directors shall meet immediately after the election of Directors for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

**Section 3. Special Meeting.** Special meetings may be requested by the President, Vice- President, Secretary, or any two directors by providing five days' written notice by ordinary email or text, effective when sent. Minutes of the meeting shall be sent to the Board of Directors through email.

**Section 4. Notice.** Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice sent via email or text to every Officer and Director of record at the email or text address available in the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when sent through email or text.

**Section 5. Place of Meeting.** Meetings shall be held in the organization's board of directors' conference room unless otherwise stated in the notice.

**Section 6. Quorum.** A majority of the directors shall constitute at quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

**Section 7. Informal Action.** Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

**Section 8. Adverse Interest.** In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

**Section 9. Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

**Section 10. Committees.** To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

## **ARTICLE V**

### **CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

## **ARTICLE VI**

### **BYLAWS**

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

**Annual Review of Bylaws:** An annual review of REAL Women in Trucking bylaws, Conflict of Interest Policy, Duty of Loyalty and Non-Disclosure Agreement including REAL Women in Trucking Policies and Procedures with recommendations for amendments, if necessary, shall be performed by the Board of Directors. Each board member shall sign the review affirming their understanding of the document.

## **ARTICLE VII**

### **CONFLICT OF INTEREST**

**Conflict of Interest:** No REAL Women in Trucking Member shall take any action, either directly or indirectly, which is detrimental to REAL Women in Trucking goals or these Bylaws. Each Officer and Director must read, sign and abide by the written Conflict of Interest policy during the onboarding process and complete annual refresher training on the document. Expulsion from the Board of Directors can result from a violation (s) to the Conflict of Interest Policy, the Duty of Loyalty and Non-Disclosure Agreement.

## **ARTICLE VIII**

### **DUTY OF LOYALTY**

**Duty of loyalty:** Directors and officers of REAL Women in Trucking owe a duty of loyalty when making financial decisions for the organization to act on behalf of the interests of the organization and not their own personal financial interests.

Furthermore, Any Officer, Director, Alternate Director, Board of Emeritus member or general membership individual who solicits RWIT members to join other groups with the intent to disrupt the RWIT organization is in violation of the Duty of Loyalty and subject to expulsion from the RWIT organization.

Each Officer and Director must read, sign and abide by the written Duty of Loyalty policy during the onboarding process and complete annual refresher training on the document. Officers and Directors should expressly educate general membership individuals who are unclear on this explicit policy.

## **ARTICLE IX**

### **NON-DISCLOSURE AGREEMENT**

**Non-Disclosure Agreement:** No board member or executive officer shall disclose to the public information which is properly identified as confidential by the Board of Directors unless legally required to do so and unless disclosure is authorized by a majority vote of the Board. Non-voting members who are in the “vetting” process for future Board seat may also have access to confidential information at the discretion of the President. Each Officer and Director and non-voting member that is permitted access to organization business, meeting discussions and agendas must read, sign and abide by the written Non-Disclosure Agreement policy. Expulsion from the Board of Directors can result from a violation (s) to the Conflict of Interest Policy, the Duty of Loyalty and Non-Disclosure Agreement. Non-voting members that are permitted to join confidential meetings or groups may also be removed for violating this policy.

## **ARTICLE X**

### **INDEMNIFICATION**

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

## **ARTICLE XI**

### **DISSOLUTION**

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any

other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(6) of the Internal Revenue Code, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

### **Certification**

Desiree Wood, President of REAL Women in Trucking, Inc., and Desiree Wood, Secretary of REAL Women in Trucking, Inc. certify that the foregoing is a true and correct copy of the amended bylaws of the above-named organization, duly adopted by the Board of Directors on April 19, 2017.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on April 19, 2017.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my own act on this 19<sup>th</sup> day of April 2017.

*Desiree Wood*

---

Desiree Wood, President

*Desiree Wood*

---

Desiree Wood, Secretary