

ARTICLES OF AMENDMENT
To
ARTICLES OF INCORPORATION
of
REAL WOMEN IN TRUCKING, INC.
DOCUMENT NUMBER: N13000005206

**PURSUANT TO THE PROVISIONS OF SECTION 617.1006, FLORIDA STATUTES, THIS
FLORIDA NOT FOR PROFIT CORPORATION ADOPTS THE FOLLOWING AMENDMENTS(S) TO
ITS ARTICLES OF INCORPORATION:**

Article I: Purpose

The Corporation is organized under section 501(c)(6) of the Internal Revenue Code, or the corresponding section for future federal tax code for the following purposes:

Mission:

“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:

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.

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.

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.

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.

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.

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.

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.

The following provisions are hereby adopted to limit and regulate the powers of the corporation and the Board of Directors.

- (a) The corporation is not organized for profit. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments in furtherance of the purposes herein set forth;
- (b) The corporation shall be non-profit and non-stock, and shall have no power to declare dividends.

(c) The corporation shall conduct and direct its services and the use of its properties and facilities on the basis that the services and uses are available regardless of race, sex, ethnic origin or religious or political persuasion.

Article II: Officers , Directors and Non-Voting Titles The Corporation shall be governed by a Board of Directors. The manner of election and appointment is by majority vote of the Directors. The number of Directors of the Corporation shall range between Three (3) and Five (5). The number of Directors may be increased or decreased in accordance with the Bylaws of the Corporation but shall never be less than Three (3) and no more than Five (5).

Officers shall serve a (5) year term *or* until a successor has been elected and qualified. Directors 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. There are no term limits.

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. Alternate Directors shall not hold voting authority and must meet qualifications and other criteria set forth in the organization bylaws.

Removal/Vacancy: 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.

A Board of Emeritus title shall honor those who have served on the Board of Directors with distinction and excellence. Emeritus members do not hold voting power.

Nomination for the Board of Emeritus shall be from a sitting Board member and must meet all other criteria set forth in the bylaws of the organization.

Removal/Vacancy: An Emeritus member 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 The Corporation shall adopt bylaws which shall not discriminate on the basis of race, gender, and ethnic origin, religious or political preferences.

Qualifications: Board member qualifications shall be set forth in detail in the organization bylaws.

Composition: A minimum of Three (3) but not more than Five (5) Board members consisting of at least 51% of Board Membership shall be a past or present commercial driver's license holder that has picked up and delivered freight by themselves in an "*over the road*" job function for at least 1 year and within the past 15 years.

ARTICLE IV : MEETINGS 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. 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. Regular and Special Meetings notification rules shall be defined in organization bylaws.

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.

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, and, 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. 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 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 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 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). The Corporation may indemnify any and all of its current and future directors, officers, employees and agents as provided in the Bylaws of the Corporation.

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)(3) of the Internal Revenue Code, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

ARTICLE XII: The duration and existence of the Corporation shall be perpetual.

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

Desiree Ann Wood

President

Consent of Resident Agent

I, Desiree Ann Wood, being more than 18 years of age and a citizen of the State of Florida, hereby consent to being designated in this document as Resident Agent for this corporation.

Desiree Ann Wood