



Request for Proposal (RFP)

Worksite Benefits Program for Association Members

Issued by: North Dakota Motor Carriers Association (NDMCA)

RFP Issue Date: April 17th 2026

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1. Introduction

1.1 Background

The NDMCA inception was in 1934 at the forefront of championing increased highway safety and promoting public education on the vital role of commercial vehicle transportation.

The NDMCA stands strong with over 230 members. Governed by a board of directors elected from the general membership, the NDMCA is more than just an association, it is an organization owned and operated by its members for their mutual benefit. The association takes pride in providing programs and activities specifically designed to assist members in overcoming day-to-day and long-range challenges.

NDMCA is seeking written proposals for an insurance benefits program to provide its membership. Technical questions or requests for clarification shall be directed, in writing, to the email address below. NDMCA responses to a proposer's question(s) will be provided via return email only to the proposer asking the question(s) and not shared with other respondents

Kacey Heidrich
Administrator
Email: kacey@ndmca.org

1.2 Purpose of the RFP

The purpose of this RFP is to solicit proposals from qualified benefits providers to design, implement, and administer a comprehensive worksite benefits program for our members. The program should offer competitive, flexible, and cost-effective benefits options.

1.3 Program Goals

- Provide accessible and affordable worksite benefits to association members.
- Enhance member satisfaction and retention through valuable benefits offerings.
- Ensure seamless enrollment, administration, and ongoing support.

2. Scope of Work

2.1 Benefits to be Offered

The selected carrier will offer a range of ancillary and worksite benefits, which may include but are not limited to:

- Dental, vision
- Voluntary benefits (life insurance, hospital confinement, accident, critical illness)
- Wellness programs and resources
- Employee assistance programs (EAP)

2.2 Services Required

The carrier will be responsible for:

- Designing benefit plan options tailored to member needs
- Enrollment and eligibility management
- Member communication and education materials
- Claims processing and customer service support
- Reporting and analytics on program utilization and satisfaction



2.3 Member Demographics

- Estimated number of eligible members: [Insert number]
- Geographic distribution: [Insert details]
- Typical member profile: [Insert brief description]

2.4 Contract Term

- Initial contract term: 3 years
- Renewal options: up to 2 additional one-year terms

3. Provider Requirements

3.1 Qualifications and Experience

- Minimum 10 years of experience providing worksite benefits programs
- Demonstrated success with associations or similar membership organizations
- Strong network of providers and vendors

3.2 Compliance

- Adherence to all applicable federal, state, and local laws and regulations
- Ability to maintain member data privacy and security

3.3 Technology and Reporting

- Online enrollment platform accessible to members
- Real-time eligibility and claims data reporting
- Customizable dashboards and analytics

3.4 Customer Service

- Dedicated account management team
- Multichannel member support (phone, email, chat)
- Timely resolution of inquiries and claims

3.5 Pricing and Fees

- Transparent pricing model including administrative fees, commissions, and any other charges
- Competitive rates for benefits offerings
- Standard carrier commission by product

3.6 Implementation Timeline

- Proposed timeline for program rollout, including key milestones

4. Proposal Submission Instructions

4.1 Selection Timeline

- Clarification and question period ends April 30th 2026
- All proposals must be received by May 22nd, 2026
- Committee review and finalist selection May 29th 2026
- Finalist interviews June 8th to June 12st 2026
- Notification of carrier appointment June 26th 2026
- Coverage effective date January 1st 2027



4.2 Submission Format

- Submit five hard copies and one electronic copy (PDF) via email to [email address].
- Proposals should be organized according to the sections outlined in this RFP.

4.3 Required Documents

- Company profile and qualifications
- Detailed description of proposed benefits and services
- Pricing and fee schedule

5. Evaluation Criteria

Proposals will be evaluated based on the following criteria:

Criteria	Weight (%)
-Cost and Pricing	30%
-Benefits Program Design	25%
-Provider Experience	15%
-Technology and Reporting	15%
-Customer Service	15%

The association reserves the right to conduct interviews or request additional information before final selection.

6. Marketing and Administration Fee

- All licensed brokers in good standing with the carrier awarded may solicit the NDMCA insurance program
- Brokers successfully placing business must join the association as an Allied Member
- All brokers successfully placing business will receive standard carrier commissions with no bonus or overrides
- Awarded carrier will be able to promote approved marketing material on the NDMCA website
- Awarded carrier will be given a booth during the NDMCA Annual Conference
- For the marketing partnership the NDMCA will receive a \$1.00 per member enrolled per month per product (no fee on vol life)

7. Terms and Conditions

- The association reserves the right to reject any or all proposals.
- All submitted proposals become the property of the association.
- Confidentiality of proposal contents will be maintained.
- The selected carrier will be required to enter into a formal contract with the association.
- The association is not responsible for any costs incurred in the preparation of proposals.



8. Appendices

- Appendix A: Membership Directory

- <https://emflipbooks.com/flipbooks/NDMCA/Directory/2026/>

- Appendix B: Association Member Fleet size

- Appendix C: Membership Insurance Survey results

- Appendix D: NDMCA Bylaws

Contact Name

A & H TRANSFER
A&I Distributors
AAA Cooper Transportation
ABF Freight
Access Relocation
Adams Ventures, LLC
Agassiz Seed
Agtegra Cooperative
All In Trucking
Altendorf Express
Altendorf Trucking
B & W Rental
Baker Boy
BASIN ELECTRIC POWER COOP.
Bellerud Transport Inc.
BERG'S 24 HOUR TOWING
Bison Transport (USA), Inc
BLACK HILLS TRUCKING LLC
Blackhawk Energy Services, Ltd
Border States Industries
Borsheim Crane Service
Bridger Pipeline LLC
Brystin Express LLC
Cement Transport
Central Power Electric
CHS TRANSPORTATION
City of Bowman
Cole Papers, Inc.
Corporate Auto Relocation Service Inc.
Country Grain Cooperative
Covet Carriers LLC
CREEDENCE ENERGY SERVICES, LLC
CrossCountry Freight Solutions, Inc.
Dacotah Paper Company
Dahl Trucking LLC
Dickinson Ready Mix CO.
DIRECT TRANSPORT INC.
Dixon Brothers Inc.
Dunn County Road Department
ECONOMY OIL
Estad Estates Inc.
Ethica Solutions LLC
EW Wylie LLC
F & M Transport, Inc.
FedEx Freight
Fettes Transportation Systems

Membership

Truckload Carrier - 25-49 Power Units
Specialized Carrier - 100-249 Power Units
LTL Carrier - Over 500 Power Units
LTL Carrier - Over 500 Power Units
Specialized Carrier - 2-9 Power Units
Specialized Carrier - 10-24 Power Units
Private Carrier - 10-24 Power Units
Private Carrier - 250-499 Power Units
Truckload Carrier - 10-24 Power Units
Truckload Carrier - 25-49 Power Units
Truckload Carrier - 75-99 Power Units
Specialized Carrier - 10-24 Power Units
Private Carrier - 2-9 Power Units
Private Carrier - 50-74 Power Units
Truckload Carrier - 10-24 Power Units
Specialized Carrier - 10-24 Power Units
Truckload Carrier - Over 500 Power Units
Specialized Carrier - 100-249 Power Units
Specialized Carrier - 25-49 Power Units
Private Carrier - Over 500 Power Units
Specialized Carrier - 2-9 Power Units
Private Carrier - 75-99 Power Units
Truckload Carrier - 1 Power Unit
Private Carrier - 25-49 Power Units
Private Carrier - 2-9 Power Units
Specialized Carrier - Over 500 Power Units
Specialized Carrier - 2-9 Power Units
Private Carrier - 25-49 Power Units
Truckload Carrier - 2-9 Power Units
Truckload Carrier - 2-9 Power Units
Truckload Carrier - 2-9 Power Units
Private Carrier - 25-49 Power Units
LTL Carrier - Over 500 Power Units
Private Carrier - 50-74 Power Units
Truckload Carrier - 50-74 Power Units
Specialized Carrier - 25-49 Power Units
Private Carrier - 25-49 Power Units
Specialized Carrier - 100-249 Power Units
Private Carrier - 10-24 Power Units
Specialized Carrier - 2-9 Power Units
Private Carrier - 2-9 Power Units
Specialized Carrier - 2-9 Power Units
Truckload Carrier - Over 500 Power Units
Truckload Carrier - 50-74 Power Units
LTL Carrier - Over 500 Power Units
Specialized Carrier - 10-24 Power Units

Contact Name

Finley Farmers Grain & Elevator Company
Fisher Industries
FOLSON FARMS
FOLTZ TRUCKING INC.
FreightEx Freight Services
FTC Transport
Gentzkow Trucking Service Inc.
GLB Transport LLC
GLINZ TRANSFER INC.
GO Wireline LLC
Gooseneck Implement
Great Plains Logistics
Hall Trucking
HANSON-MAVES COMPANY
HARLOW'S BUS SERVICE
Hausmann Motorsports, LLC
Hofmann Trucking, LLC
Holland Enterprises LLC
HORAB TRANSPORT
Horizon Logistics
HORIZON RESOURCES
J & S HEAVY HAUL CORPORATION
JACOBSON TRANSPORT INC.
JIM RESSLER TRUCKING
Jobbers Moving and Storage
JOHNSRUD TRANSPORT
KAELBERER CONSTRUCTION INC.
Karriers Inc.
Killoran Trucking and Brokerage Inc.
Knife River Corporation
Korsmo Trucking Inc
KRAUSE BROTHERS CONSTRUCTION
KYLLO TRUCKING
Lazy Diamond H Transport LLC
LESMEISTER TRANSPORTATION
Lucky S Trucking,LLC
Lynx Xpress LLC
Magnum LTD
Magnum LTL
Maguire, Inc
Mann Energy Services
Marvin
Mayer Truck Line Inc.
Meyer Farms
Midland Garage Door
MILLER HONEY FARMS

Membership

Private Carrier - 10-24 Power Units
Private Carrier - Over 500 Power Units
Specialized Carrier - 10-24 Power Units
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Truckload Carrier - 10-24 Power Units
Private Carrier - 10-24 Power Units
Private Carrier - 10-24 Power Units
Private Carrier - 10-24 Power Units

Contact Name

MINN DAK FARMERS
MINNKOTA POWER COOP INC.
MINOT BUILDERS SUPPLY ASSOCIATION
Mongoose Trucking and Hot Shot LLC
New Century Ag
North Central Transportation Inc.
Northdale Oil Inc.
Northern Improvement Co.
Northern Plains Railroad
Oakes Truck and Trailer
Old Dominion Freight Line, Inc
Owl Inc.
P&B Transportation, Inc.
Parkland USA Corporation
Petroleum Services
Ph Group LLC
Plains All American
POLAR COMMUNICATIONS
Precise Transport
PRO SWEEP, INC.
Pro Transport & Leasing Inc.
RAHR DIRECT CO.
RAY-MAC INC.
Red River Valley Enterprise LLC
Rock Solid Express
Roger Ward Moving & Storage
Rossco Crane and Rigging Inc.
Roughrider Transportation
Royal Logistics
Ruan Transportation Management Systems
Rud Corporation
Rud Oil & Gas
Rustad's LLC
S & S Transport Inc.
Senske & Son Transfer
SIMONSON-OIEN TRUCKING
SKY LOGISTICS
Spring Creek HB Inc.
SUN WELL SERVICE INC.
Thompson Transport LLC
TITAN MACHINERY
TMI Transport Corporation
Tooz Construction, Inc.
Top Shelf Energy, LLC
TRANSYSTEM
TRIPLE N TRANSPORT

Membership

Private Carrier - 10-24 Power Units
Private Carrier - 75-99 Power Units
LTL Carrier - 25-49 Power Units
Truckload Carrier - 50-74 Power Units
Specialized Carrier - 10-24 Power Units
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Truckload Carrier - 25-49 Power Units
Truckload Carrier - 25-49 Power Units
Truckload Carrier - 250-499 Power Units
Specialized Carrier - 10-24 Power Units

Contact Name

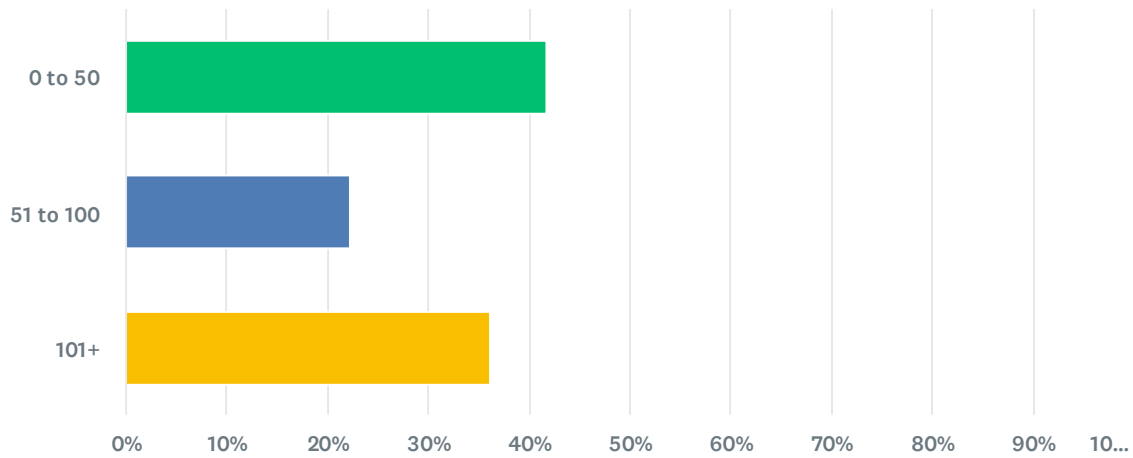
Twin Falls Oil Service LLC
UNFI
UPS
US EXPRESS
Vaderstad LLC
Wanzek Construction Inc
WARREN TRANSPORT INC.
WHALEN'S INC
Wildcat Trucking LLC
WISCO Trucking, Inc.
Wyoming Casing Service, Inc.
XPO LOGISTICS INC

Membership

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Specialized Carrier - 100-249 Power Units
LTL Carrier - Over 500 Power Units

Q2 Number of full time, benefit eligible employees:

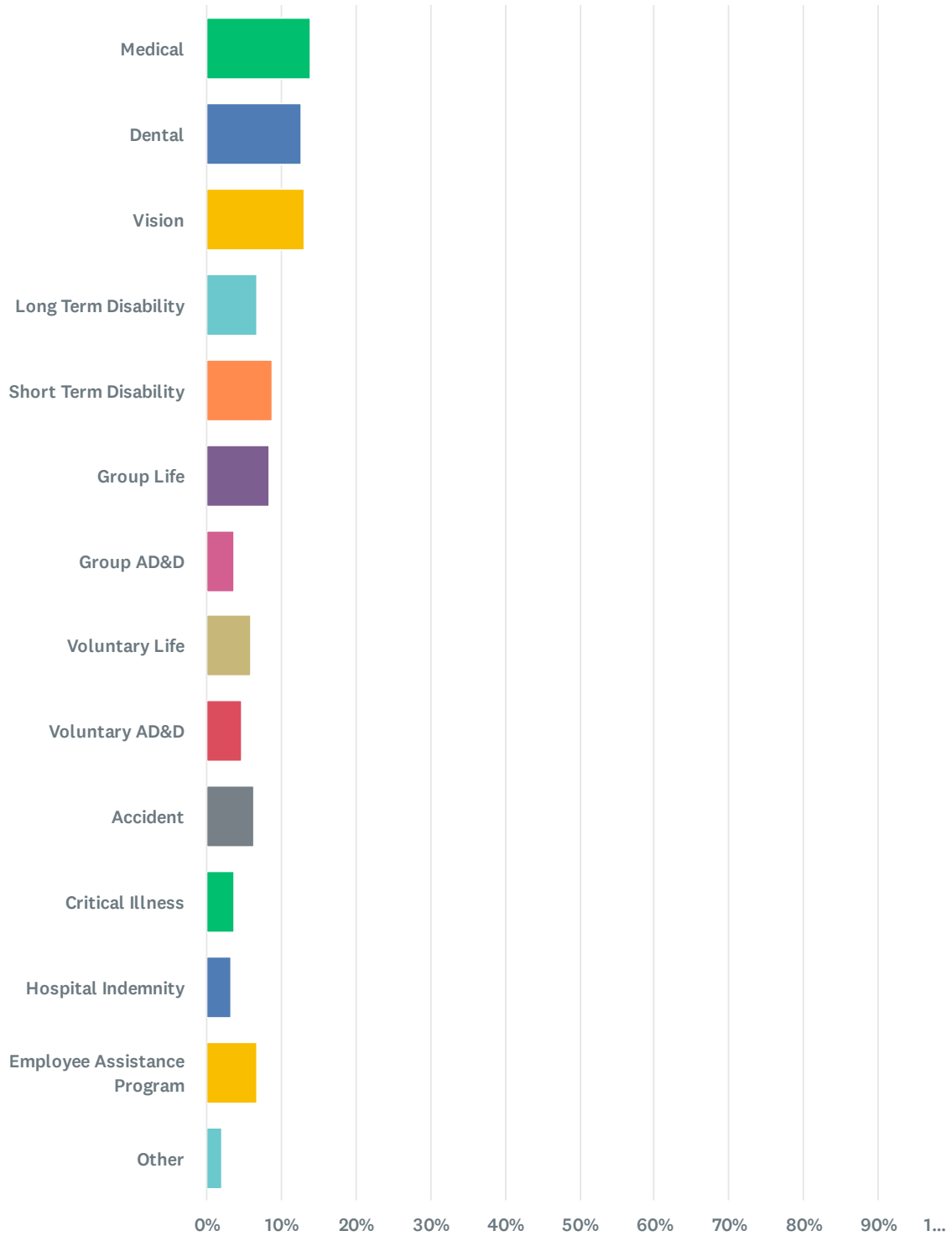
Answered: 36 Skipped: 0

















Answer Choices	Percentage	Responses
● 0 to 50	41.67%	15
● 51 to 100	22.22%	8
● 101+	36.11%	13
Total		36

Q3 What benefits do you currently provide to your employees? Check all that apply.

Answered: 35 Skipped: 1

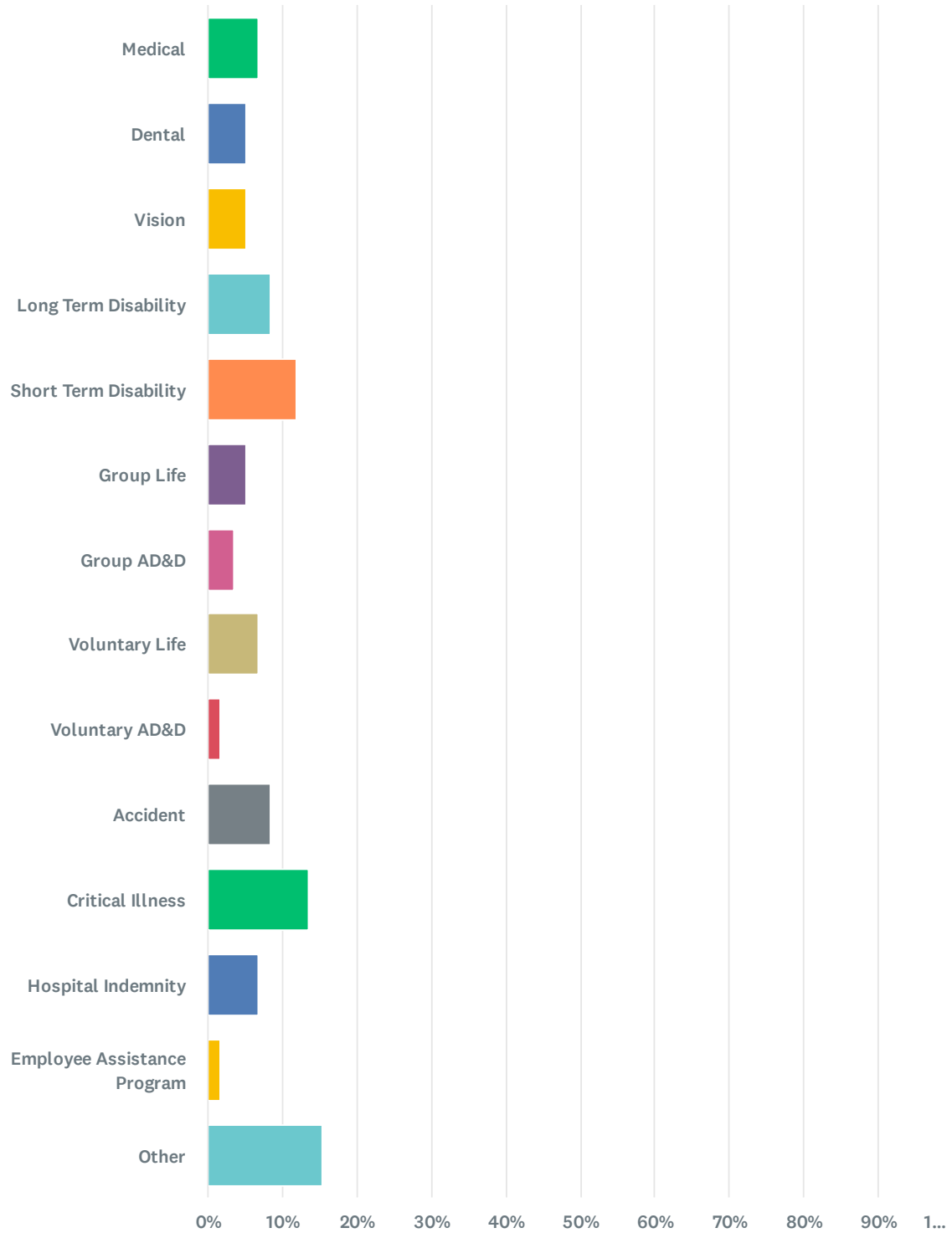


NDMCA Employee Benefits Survey

Answer Choices	Percentage	Responses
 Medical	13.87%	33
 Dental	12.61%	30
 Vision	13.03%	31
 Long Term Disability	6.72%	16
 Short Term Disability	8.82%	21
 Group Life	8.40%	20
 Group AD&D	3.78%	9
 Voluntary Life	5.88%	14
 Voluntary AD&D	4.62%	11
 Accident	6.30%	15
 Critical Illness	3.78%	9
 Hospital Indemnity	3.36%	8
 Employee Assistance Program	6.72%	16
 Other Show responses	2.10%	5
Total		238

Q4 What additional benefits would you consider offering employees? Check all that apply.

Answered: 26 Skipped: 10

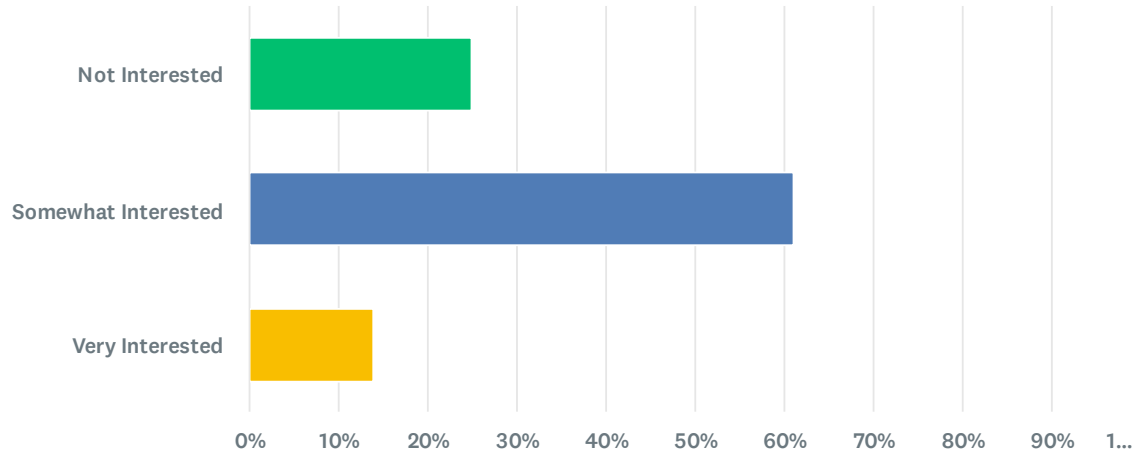


NDMCA Employee Benefits Survey

Answer Choices	Percentage	Responses
● Medical	6.78%	4
● Dental	5.08%	3
● Vision	5.08%	3
● Long Term Disability	8.47%	5
● Short Term Disability	11.86%	7
● Group Life	5.08%	3
● Group AD&D	3.39%	2
● Voluntary Life	6.78%	4
● Voluntary AD&D	1.69%	1
● Accident	8.47%	5
● Critical Illness	13.56%	8
● Hospital Indemnity	6.78%	4
● Employee Assistance Program	1.69%	1
● Other Show responses	15.25%	9
Total		59

Q5 If NDMCA created a larger buying pool, what would be your level of interest in exploring that option?

Answered: 36 Skipped: 0



Answer Choices	Percentage	Responses
● Not Interested	25.00%	9
● Somewhat Interested	61.11%	22
● Very Interested	13.89%	5
Total		36



Bylaws of the North Dakota Motor Carriers Association

Article I Name, Office and Purpose

Section 1. Name. The name of the corporation shall be the North Dakota Motor Carriers Association.

Section 2. Office. The principle office of the North Dakota Motor Carriers Association shall be determined by the Board of Directors. Additional offices may be located in such other places as may be determined from time to time by the Board of Directors.

Section 3. Purpose. The objectives and purposes of the North Dakota Motor Carriers Association shall be as follows:

- (a) To promote and represent the motor carrier industry in North Dakota;
- (b) To advance the interests of transporters of property and people by commercial motor vehicles;
- (c) To educate motor carriers on matters affecting the operation of motor vehicles, including safety facilities, safety devices, and the laws governing such operations;
- (d) To affiliate with or establish reciprocal relations with any other association, commercial or industrial, and with the American Trucking Associations and in the activities of such Association nationally;
- (e) To act as the medium for the expression of the views of its members on matters affecting the interests of those engaged in transportation of property constituting its membership;
- (f) To foster and advance on the public roads and highways, and do such things as may be proper to create and stimulate a fair and intelligent legislation with respect thereto;
- (g) To promote and foster the business of its members and distribute to such members and the public, accurate and reliable information on matters of transportation;
- (h) To do everything possible to remove abuses from the business of transportation and to promote harmony among the members of this Association.
- (i) To further such other purposes as are consistent with the purposes provided in the Articles of Incorporation, under the direction of the Board or Directors, or by the membership which shall be recognized as proper and lawful objectives of this Association, all of which shall be consistent with the public interest as well as with the interests of the motor carrier industry.

Article II Affiliate Organizations

Section 1. North Dakota Motor Carriers Association and Affiliates Organizations. The North Dakota Motor Carriers Association and certain regional organizations are affiliated and work together to further the objectives of the motor carrier industry. This Association shall be affiliated with the American Trucking Associations, and may become affiliated, by affirmative vote of the Board of Directors, with other associations which, in the judgment of the Board of Directors, may best serve the interest of the members of this Association.

Section 2. Organizational Relationship. The North Dakota Motor Carriers Association and the affiliate organizations are separately incorporated organizations and each shall operate in a manner consistent with its own individual organizational bylaws and applicable provisions of these Bylaws. In order to be recognized by the North Dakota Motor Carriers Association as an affiliate organization within the North Dakota Motor Carriers Association organizational structure, each affiliate organization must enter into the standard Memorandum of Understanding and pay annual dues at the agreed upon rate.

Article III Members of the North Dakota Motor Carriers Association

Section 1. Membership. The membership of the North Dakota Motor Carriers Association shall be composed of businesses engaged in the following:

- (a) Carrier Member. Includes motor carriers engaged in the transportation of goods or passengers for compensation or as part of an enterprise. Carrier members shall be classified into four groups in which the member has the majority portion based on gross revenue of business. Carrier members who conduct more than one type of operation under the same name, and the types of operations are separated into identifiable subdivisions for such operating purposes, may have their membership assigned to more than one but not more than three of the groups for which carrier members are eligible. The carrier member groups are as follows:
 - 1. Truckload
 - 2. Less Than Truckload
 - 3. Specialized
 - 4. Private
- (b) Allied Member. Includes those in the business of providing goods and services to those engaged in the transportation of goods or passengers.
- (c) Voting. Each member is entitled to one vote on any matter presented for consideration to the general membership. No member shall be entitled to exercise this vote unless the dues are currently paid in full at the time of the vote.

Section 2. Termination of Membership. Membership shall terminate upon (i) resignation of the member, (ii) for non-payment of dues within ninety (90) days after the date on which they are due, or (iii) subject to a determination by the Board of Directors, for noncompliance with the objectives

of the North Dakota Motor Carriers Association or who is engaged in or supporting any activity which, in the opinion of the Board of Directors, is contrary to the best interests of the public, the motor carrier industry or other North Dakota Motor Carriers Association policies or procedures. For termination under (iii), written notice shall be sent to the member charged with such violations, which notice shall specify the reasons for the proposed termination. In accordance with procedures adopted by the Board, the member shall be given an opportunity to have an agent respond and provide information on behalf of the member to the Board prior to its vote to terminate. The Board's decision is final and not subject to appeal.

Section 3. Dues. To retain membership in the North Dakota Motor Carriers Association members shall pay dues in such amounts as at such times as shall be prescribed by the Board of Directors.

Article IV Board of Directors

Section 1. Powers of the Board of Directors. Subject to the limitations of these Bylaws, the affairs of the North Dakota Motor Carriers Association shall be managed by a Board of Directors. The Board of Directors shall have full power to determine the policies and programs of this Association and to conduct the affairs of this Association. Conversely, the Board of Directors shall be responsible for the faithful, careful, considered and prudent exercise of these powers in the furtherance of the proper objectives of this Association. In recognition of the importance of this undertaking, no Director shall have the authority to delegate or to vest in any other person the power conferred upon him under this section.

Section 2. Number, Tenure and Qualifications.

(a) The Board of Directors shall consist of at least 31 directors and no more than 35 directors as follows:

- i. Immediate Past President
- ii. ATA State Vice President
- iii. No less than four directors at large elected to one year terms
- iv. Twenty-five carrier and allied member representatives elected to three year terms as follows:
 1. Truckload Group 6 Directors
 2. Less Than Truckload Group 4 Directors
 3. Specialized Group 6 Directors
 4. Private Group 4 Directors
 5. Allied Members 5 Directors
- v. The Board of Directors can bestow on a member an Honorary-Director status by a two-thirds majority vote at a regular meeting, granted there are specific unique circumstances for bestowing such an appointment. This appointment is a lifetime appointment as long as the member maintains membership in the North Dakota Motor Carriers Association and is subject to removal under the procedures outlined in Section 4 of

this Article. The Honorary Member shall have the same rights & privileges as a member of the Board of Directors

- (b) To be qualified to serve as a director, a person must maintain employment with a member whose current dues are paid.

Section 3. Election of Directors. Carrier and allied member representatives are elected by the members of their membership group at the annual convention. If any representative position is unfilled at the annual convention, the Board of Directors may convert that position to a director at large as defined in subsection (iii) of subsection (a) of Section 2 of this Article. Directors at large are elected annually by the members present at the annual meeting held at the conclusion of the annual convention following submission of a slate of directors nominated by the Governance Committee.

Section 4. Removal. A two-thirds majority of the Board of Directors may remove any Director at any meeting at which a quorum is present. This decision is appealable to the full membership at the next scheduled annual meeting. The Director is not entitled to any of the rights and privileges of their office during the appeals process.

Section 5. Term of Office. Terms of office shall begin after the adjournment of the annual meeting unless another starting date is approved as part of the election voting.

Section 6. Regular Meetings. The Board of Directors shall hold not less than one meeting during each of the calendar quarters of each year. The annual meeting qualifies as a regular meeting of the Board of Directors.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President or the members of the Executive Committee.

Section 8. Notice of Special Meetings. Notice of any special meetings of the Board of Directors stating the date, time and place of the meeting shall be given at least one week in advance. All such notices shall be given or sent to the Directors' electronic mail as shown on the records of the North Dakota Motor Carriers Association. The attendance of a Director at any special meeting shall constitute a waiver of notice of such meeting.

Section 9. Quorum. Ten members of the Board, of which at least two are officers of the Association, shall constitute a quorum at any special or regular meeting of the Board of Directors.

Section 10. Manner of Acting. Action by the Board of Directors shall be by a majority of Directors present at a meeting at which a quorum is present, except as provided herein, unless a greater number is required by law.

Section 11. Participation in Meetings by Electronic Devices. Directors may participate in a meeting of the Board of Directors by means of telephone conference or similar communication equipment as long as all persons participating in the meeting can hear each other simultaneously.

Section 12. Vacancies. Any vacancy occurring on the Board of Directors may be filled at the next regularly scheduled meeting of the Board of Directors by a majority vote of the members present. The Board of Directors may elect an interim director(s) to fill any vacancy on the Board of Directors

but such an election shall not interfere with the membership's power to elect the replacement director at the next regularly scheduled annual meeting. Where vacancy occurs with respect to a director elected from one of the membership groups such vacancy shall be filled:

1. By a representative of a member of the same membership group
2. If a representative cannot be replaced by the member of the same membership group the Board of Directors can convert that position to a director at large as defined in subsection (iii) of subsection (a) of Section 2 of this Article.

A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of any of the following:

- (a) The death, resignation or removal of any Director;
- (b) Loss of employment with the member company with whom they were employed with when they were elected.;
- (c) The declaration by resolution of the Board of Directors that a Director has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under applicable state law;
- (d) An increase in the authorized number of Directors;
- (e) The failure of a membership group at the annual meeting to elect the proper number of Directors scheduled to be elected at such meeting;
- (f) The failure of a Directors' employer to pay annual dues;
- (g) The failure of a Director to attend three (3) consecutive regular meeting of the Board of Directors, unless excused by the Board.

Section 13. Resignation. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the President, unless the notice specifies a later time for resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective as provided in these Bylaws.

Section 14. Compensation. Directors shall not receive compensation for their services as members of the Board of Directors. Nothing herein shall be construed to preclude any Director from receiving reimbursement for reasonable expenses as may be fixed or determined by resolution of the Board of Directors.

Section 15. No Interest in Assets. Upon dissolution, no Director shall possess any right or interest in or to any property owned or held by the North Dakota Motor Carriers Association. After paying or adequately providing for its debts and obligations, the Board of Directors shall dispose of the remaining property in accordance with state and federal law and the provisions of these Bylaws.

Article V Officers

Section 1. Officers. The officers of the North Dakota Motor Carriers Association shall be President, First Vice President, Second Vice President, Treasurer, Immediate Past President and ATA State Vice President. No person may hold two (2) or more offices at the same time. The President, First Vice President, Second Vice President and Treasurer must be members of the Board of Directors during their terms as one of the twenty-five carrier and allied member representatives.

Section 2. Election, Qualifications, and Term of Office. The Officers of the North Dakota Motor Carriers Association shall be elected every two years at the annual meeting in odd numbered years, following submission by the Governance Committee a slate of officers. For the office of President, the Governance Committee shall give preference to the First Vice President, for the office of First Vice President the Governance Committee shall give preference to the Second Vice President. The offices of President, First Vice President, Second Vice President and Treasurer must be filled by members of the Board of Directors elected under subsection iv of subsection a of section 2 of article IV of these bylaws. No Officer of the North Dakota Motor Carriers Association may also serve as a NDMCA Foundation, Board of Trustees Officer.

Section 3. Removal. A two-thirds majority of the Board of Directors may remove any Officer at any meeting at which a quorum is present. This decision is appealable to the full membership at the next scheduled annual meeting. The Officer is not entitled to any of the rights and privileges of their office during the appeals process.

Section 4. Resignation. Any Officer may resign at any time by giving written notice to the North Dakota Motor Carriers Association office. Any resignation shall take effect on the date of receipt of that notice or at any later time specified in such notice. The acceptance of the resignation shall not be necessary to make it effective.

Section 5. President. The President shall be the chief elected officer of the Association. The President shall, if present, preside at all meetings of the Board of Directors, Executive Committee, and the annual meeting. The President shall appoint all Committee Members and shall serve as an ex-officio member of all committees.

Section 6. First Vice President. In absence or disability of the President, the First Vice President shall perform all duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The First Vice President shall have such the powers and perform such duties as from time to time may be prescribed by the Board of Directors. The First Vice President shall serve as the chair of the Strategic Planning Committee.

Section 7. Second Vice President. In absence or disability of the First Vice President, the Second Vice President shall perform all duties of the First Vice President, and when so acting shall have all the powers of, and be subject to all the restrictions upon the First Vice President. The Second Vice President shall have such other powers and perform such duties as from time to time may be prescribed by the Board of Directors.

Section 8. Treasurer. The Treasurer shall be responsible for the funds and financial records of the North Dakota Motor Carriers Association. Treasurer shall receive and safeguard the funds and shall be bound to inspect the books of the Association frequently and will be responsible to the Board of Directors for the accuracy of the accounts and a thorough accounting of all financial affairs of this Association. Shall disperse the funds of the Association in an account in the name of the Association in such depository or depositories as may be directed by the Board of Directors and shall render a true financial statement to all Directors at the end of each fiscal quarter and to the convention of members at the annual convention. The Treasurer shall serve as the chair of the Finance Committee.

Section 9. Immediate Past President. The Immediate Past President shall serve as the chair of the Legislative Committee.

Section 10. ATA State Vice President. The ATA State Vice President shall act as the chosen representative from the North Dakota Motor Carriers Association to serve on American Trucking Associations policy committees and vote that state's position as a member of the American Trucking Associations Board of Directors. The ATA State Vice President must work for a company that is either a carrier or allied member in good standing with the ATA and be able to comply with ATA meeting attendance requirements. The ATA State Vice President shall serve as the chair of the Governance Committee

Section 11. Vacancies. All vacancies in Officer positions shall be filled to serve the balance of the unexpired term by the Board of Directors. A vacancy in the office of President shall be filled by the First Vice President, a vacancy in the office of First Vice President shall be filled by the Second Vice President. In the event a vacancy in the office of President occurs, and a vacancy also exists in the office of First Vice President, the office of President shall be filled by the Second Vice President.

Article VI Executive Staff

Section 1. Executive Staff. In order to further the purposes of the North Dakota Motor Carriers Association and in order to most effectively coordinate the efforts of the Board of Directors in working with its legislative and policy concerns and with the general membership of the North Dakota Motor Carriers Association, the Board of Directors may employ an Executive Vice President.

(a) **Executive Vice President.** The Executive Vice President shall have such powers and perform such duties as from time to time may be prescribed by the Board of Directors under the direct supervision of the President. The duties assigned to the Executive Vice President shall be strictly in conformity with accomplishing the objectives of this Association. The Executive Vice President shall be the chief executive officer and meet with Board of Directors and the Executive Committee but shall not be a member of either and therefore shall have no vote.

Section 2. Policy Decisions. Policy and programming decisions relating to the operations of the North Dakota Motor Carriers Association shall be made by the Board of Directors.

Section 3. Secretary. The Executive Staff shall act as Secretary of the Board of Directors. Shall be custodian of the Seal of the Association; shall cause the minutes of the meetings of the Association and of the Board of Directors to be kept; shall issue calls for the convention of members and for special meetings of the Board of Directors and shall have such other duties as may be, from time to time, assigned to him by the Board of Directors.

Section 4. Annual Budget & Finances. An annual budget shall be prepared by the executive staff for use by the Finance Committee in the development of a budget to be presented and adopted by the Board of Directors. Expenses incurred in the operation of the North Dakota Motor Carriers Association shall be sufficiently detailed so that it may be easily ascertained that the expenses are attributable to the accomplishment of a proper objective of this Association.

Section 5. Insurance. The Executive staff shall, subject to approval by the Board of Directors, cause the North Dakota Motor Carriers Association to maintain reasonable limits of general business liability insurance and directors and officers omissions coverage.

Article VII Executive Committee

Section 1. Composition of the Executive Committee. The executive committee shall be composed of the President, First Vice President, Second Vice President, Treasurer, Immediate Past President, ATA State Vice President, two other Directors appointed by the President and the NDMCA Foundation Chair.

Section 2. Powers of the Executive Committee. The Executive Committee shall have the power to determine policies and conduct the affairs of the Association between meetings of the Board of Directors.

Section 3. Quorum. Five members of the Executive Committee shall constitute a quorum of any meeting of the Committee.

Section 4. Manner of Acting. Action by the Executive Committee shall be by a majority of members present at a meeting at which a quorum is present, except as provided herein, unless a greater number is required by law.

Section 5. Participation in Meetings by Electronic Devices. Members may participate in a meeting of the Board of Directors by means of telephone conference or similar communication equipment as long as all persons participating in the meeting can hear each other simultaneously.

Article VIII Committees

Section 1. Committees of the Board of Directors. The Board of Directors shall establish committees, including additional standing committees, special committees, ad hoc committees, and

task forces. The members of all committees are appointed by and may be removed by the President, unless otherwise provided by these Bylaws.

Section 2. Standing Committees. The Board of Directors shall establish standing committees, each of which shall consist of one or more members of the Board of Directors and shall be chaired by an member designated by the President. The standing committees of the Board of Directors shall be a Finance Committee, Strategic Planning Committee, Legislative Committee, Safety Committee and Governance Committee.

Section 3. Finance Committee. The Finance Committee shall consist of the Treasurer as Chair and members appointed by the President. The Finance Committee shall be responsible for development of the budget to be presented to the Board of Directors.

Section 4. Strategic Planning Committee. The Strategic Planning Committee shall consist of the First Vice President as Chair and members appointed by the President. The Strategic Planning Committee shall annually review the strategic plan and present a recommended strategic direction for the operations to the Board of Directors.

Section 5. Legislative Committee. The Legislative Committee shall consist of the Immediate Past President as Chair and members appointed by the President. The Legislative Committee shall be responsible for development of legislative policy statements to be presented to the Board of Directors.

Section 6. Safety Committee. The Safety Committee shall consist of members appointed by the President who hold a safety position within their company. The Safety Committee shall be responsible for fulfillment of safety related initiatives of the North Dakota Motor Carriers Association.

Section 7. Governance Committee. The Governance Committee shall consist of the ATA State Vice President as Chair and members appointed by the President. The Governance Committee shall be responsible for reviewing the Association bylaws annually and presenting a slate of nominees for officers, at large members and vacant positions.

Section 8. Ad Hoc Committees and Task Forces. Advisory Ad Hoc Committees and Task Forces for specific purposes or activities shall be designated by the Board of Directors. The Chairs or members of such committees are appointed by and may be removed by the President.

Section 9. Powers. No committees shall have the power to bind the Association in any manner except as expressly authorized by the Board of Directors.

Article IX Recitals

Section 1. Fiscal Year. The fiscal year of the North Dakota Motor Carriers Association shall be the calendar year.

Section 2. Rules of Order. The rules contained in Robert's Rules of Order, Newly Revised, or as it may be amended from time to time, shall govern the North Dakota Motor Carriers Association meetings in all cases in which they are applicable and in which they are not inconsistent with these Bylaws.

Section 3. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Board of Directors, written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated herein, which is made a part of the minutes, shall be deemed equivalent to the giving of such notice.

Section 4. Execution of Instruments. The Board of Directors, except as otherwise expressly provided in the Bylaws, may, by resolution, authorize any Officer or agent of the North Dakota Motor Carriers Association to enter into any contract and deliver any instrument in the name of and on behalf of the North Dakota Motor Carriers Association and such authority may be general or confined to specific instances.

Article X Amendments

These By-Laws may be amended by two-thirds vote of the Board of Directors at the annual meeting of the Association provided notice of the substance of the proposed amendment is provided to the membership no less than 30 days prior to the meeting. Any amendment to these By-Laws which may be adopted shall be submitted to the American Trucking Associations.