



**Chinese Overseas Transportation Association
(COTA)**

BYLAWS

Revision Draft: October 1, 2023

Article I. Name, Address, and Purpose

1.1. Name

The name of this non-profit professional organization shall be Chinese Overseas Transportation Association (COTA), Inc., hereinafter referred to as the Association. The abbreviation of the Association is COTA.

1.2. Address

The address of the Association shall be the current registered address of the non-profit professional organization.

1.3. General Purpose

The Association is a professional organization to promote and facilitate communication, networking, and career development for transportation professionals worldwide, with a focus on people with a Chinese heritage.

Article II. Membership

2.1. The membership of the Association shall be classified into five categories: Member, Student Member, Associate Member, Honorary Member, and Institution Member.

2.2. Member

2.2.1. Any individual with a residence status outside of mainland China, whose area of expertise is in transportation related fields and/or who is interested in the Association (excluding full-time students) may become a member of the Association by filing an application and paying membership dues.

2.2.2. Members shall be entitled to all privileges of the Association, eligible of serving on the Board of Directors and voting on the Association matters.

2.2.3. Members shall pay annual membership dues. The amount of membership dues shall be determined by the Board of Directors.

2.3. Student Member

2.3.1. A Student Member shall be a person who is enrolled as a full-time student in a college outside of mainland China.

2.3.2. Student Members shall be entitled to all privileges of the Association, eligible of serving on the Board of Directors as the Chair of Student Affairs and voting on the Association matters.

2.3.3. Student Members shall pay membership dues. The amount of student membership dues shall be determined by the Board of Directors.

2.4. Associate Member

2.4.1. Any individual who are interested in the Association but are not eligible or not willing to become a Member or Student Member, may become an Associate Member of the Association by filing an application.

2.4.2. Associate Members shall neither hold positions on the Board of Directors nor vote on any Association matters.

2.4.3. Associate Members are not required to pay membership dues.

2.5. Honorary member

2.5.1. An honorary member shall be 1) a person who has made significant contributions to the transportation profession and/or to the Association; or 2) a transportation professional, who has been internationally recognized with his/her prestigious reputation in scholarly research and/or professional practice.

2.5.2. An honorary member must be nominated by the Award and Recognition Committee and approved by the Board of Directors.

2.5.3. An honorary member shall neither hold Board of Directors positions nor vote on any Association matters.

2.5.4. Honorary members are not required to pay membership dues.

2.6. Institution Member

2.6.1. Legitimate entities, including for-profit corporate entities, non-profit organizations, and educational institutes, may become an Institution Member by filing an application and paying the institution membership dues.

2.6.2. Each Institution Member shall have one (1) affiliate representative who is entitled to all privileges of a member. However, the affiliate representative may not hold any positions unless he or she is also a bona fide individual Member at the same time.

2.6.3. Institution Members shall pay annual membership dues. The amount of institution membership dues shall be determined by the Board of Directors.

- 2.7. Membership is valid on a calendar year basis. Membership registered or renewed is valid upon the completion of the registration/renewal and the payment of membership dues, and for the remaining of the current calendar year. However, a member is only eligible for voting or serving as a candidate if the registration/renewal is completed before June 30 of the election year.
- 2.8. Members shall notify the Association for the change of student or residence status, and the current membership status is valid until the end of the current calendar year.
- 2.9. Membership shall be terminated upon the death of the member, nonpayment of dues, resignation, or expulsion.
 - 2.9.1. Resignations. Any member of the Association may tender resignation of the membership. Separation from the Association membership will be effective upon receipt of resignation notification by the Board.
 - 2.9.2. Expulsion. Any member of the Association may be expelled as disciplinary action for conduct which, in the opinion of the Board, is improper and prejudicial to the best interests of the Association. The affirmative vote of not less than two-thirds of the Board present shall be required for expulsion.

Article III. **The Board of Directors**

3.1. General Power and Responsibilities

The Association shall be governed by the BOD.

3.2. Number and Qualifications

The Board of Directors (BOD) consists of twelve (12) core positions or Officers, including President, Immediate Past President, two Vice Presidents, two Chairs of Academic Affairs, General Secretary, Treasurer, Outreach and Membership Officer, Communication officer, Chair of Student Affairs, and Chair of Young Member Affairs.

3.3. Duties

- 3.3.1. The duties of the President include, but are not limited to the directing, coordinating and overseeing various activities within the Association. In the absence of the President, these duties, responsibilities, and privileges shall be assumed by a designated Vice President.
- 3.3.2. The Immediate Past President shall provide suggestions to the President and serves as Chair of Council of Past Presidents. In the absence of the Immediate Past President, his/her duties will be performed by the next available past President whose tenure is the closest.
- 3.3.3. The two Vice Presidents shall provide assistance to the President in managing the Association activities.
- 3.3.4. The Chair of Academic Affairs shall be responsible for directing and/or coordinating academic activities of the Association.
- 3.3.5. The General Secretary shall be responsible for all reports and records of activities concerning the Association.

- 3.3.6. Treasurer shall keep a record of all fiscal transactions and manage all bank accounts of the Association. He/she shall be in charge of all the financial reports and expenditure process for the Association.
- 3.3.7. The Outreach and Membership Officers shall be responsible for promoting and managing the membership, including membership qualification, registration and membership dues.
- 3.3.8. The Communication Officer is responsible for timely disseminating information of the activities of the Association, developing and maintaining the Association website to facilitate information dissemination, membership management, and election, as well as publishing newsletters.
- 3.3.9. The Chair of Young Member Affairs shall be responsible for promoting communication and connections among young members (35 or younger) and encouraging young members to actively participate in major COTA activities. The Chair of Young Member must be a working professional 35 or younger at the time of election.
- 3.3.10. The Chair of Student Affairs shall be responsible for promoting communication and connections among student members, encouraging student members to actively participate in major COTA activities, and promoting the establishment of COTA local student chapters. The Chair of Student Affairs must be a student member at the time of election.

3.4. Quorum

At each meeting of the BOD, the presence of two-thirds eligible members shall constitute a quorum. If at any time, the Board consist of an even number of members and a vote results in a tie, then the vote of the President of the Board should be the deciding vote. If the quorum is not reached at a meeting, the Board members may adjourn the meeting from time to time without further notice until a quorum is reached.

3.5. Vote

Each BOD member except the Chair of Student Affairs shall have one and only one vote. The Chair of Student Affairs shall participate in BOD meetings and discussions but shall not vote.

3.6. Proxy

BOD member shall not be allowed to vote by written proxy.

3.7. BOD Attendance

All BOD members are required to regularly attend BOD meetings and activities of the Association. A BOD member who is absent from three consecutive regular meetings of the Board should be encouraged to reevaluate with the President on his/her commitment to the Association. The Board may deem a Board member who has missed three consecutive meetings without such a reevaluation with the President to have resigned from the Board.

3.8. Minutes

The General Secretary shall be responsible for the recordings of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, if the General Secretary is unavailable, the President of the BOD shall appoint an individual to act as General Secretary at the meeting. The General Secretary, or the individual appointed to act as General Secretary, shall prepare the minutes of the meetings, which shall be delivered to the BOD for approval, and to be placed in the minute books.

3.9. Terms

- 3.9.1. All the BOD members shall be elected for a two (2) year term. The duty of each BOD member (except the Chair of Student Affairs, and Chair of Young Member Affairs) shall be assigned by the President at the BOD Meeting in January. The term will be effective immediately at the meeting.
- 3.9.2. Terms for the Chair of Student Affairs and Chair of Young Member Affairs are restricted to one and can not be renewed. However, if they are still qualified at the time of election, they can participate in new election. Terms for other BOD officers can be renewed following procedures in Sections 3.9.3 and 3.9.4.
- 3.9.3. If a BOD member desires to serve his/her second term, he/she must satisfy the position requirements and submit a renewal request to the President with a written self-evaluation of his/her performance three (3) months prior to the expiration of his/her term. The second term shall be effective upon the approval of the President and the Immediate Past President.
- 3.9.4. A BOD member may serve consecutively up to two terms. At the discretion of the President, a BOD member can be retained for a consecutively third term. In this case, the President must make a nomination, which shall be approved by two-thirds (2/3) of all other BOD members. At any time, no more than two (2) such members shall serve on the BOD, excluding the President, President-elect and the Immediate Past President.
- 3.9.5. If a BOD member becomes the President-Elect, he/she will be automatically extended for two more terms (as President and then as immediate Past-President).
- 3.9.6. If a BOD member resigns, the President shall appoint an ad hoc committee to seek for an interim candidate to fill in the temporal vacancy until the next election. The interim BOD member will serve until the next election when a new BOD member is elected. The interim BOD member can also participate in and win the election to become a formal BOD member. His or her term consequently starts.
- 3.9.7. The BOD has the right to remove any BOD member from the BOD for misconducts, as endorsed by two-thirds (2/3) of other BOD members and the majority vote of the Past President Council. The removal needs approval of two-thirds of casted Association member votes to remove the BOD member.

Article IV. **Election**

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- 4.1. The election will be held in December bi-annually. The number of new BOD members shall depend on the number of vacant positions. Members and Student Members with valid membership before June 30 of the election year are eligible to vote.
 - 4.2. The election will be organized by the Election Committee that consists of three (3) BOD members appointed by the President. Members of the Election Committee should not endorse any candidate.
 - 4.3. Election of new BOD Members (Excluding Chairs of Young Member and Student Affairs)
 - 4.3.1. Each eligible candidate must be a Member in good standing. Each candidate must submit a written application following the instruction from the Election Committee.
 - 4.3.2. Each candidate must show strong commitment to the Association, as evidenced by at least two-year consecutive membership before the election and serving in important roles in COTA activities, for example, conference and/or symposium area editors, session chairs, organizing committee members, etc., for at least two years.
 - 4.3.3. No more than one (1) candidate from the same organizational entity will be elected at one time. When two or more candidates present, the one with the highest vote will be elected. No candidate is allowed from an organizational entity that currently has an active BOD member scheduled to continue his/her term.
 - 4.3.4. Former BOD Members and Members who have been ever dismissed from the Association following the procedure of Section 3.9.7, are not eligible for election.
 - 4.3.5. Members who have served as the President are not eligible for election.
 - 4.3.6. Members who have served on the BOD for more than eight (8) years are not eligible for election.
 - 4.3.7. Each candidate must obtain endorsements from at least three (3) Members, including at least one current BOD member.
 - 4.4. Election of Chair of Young Member and Chair of Student Affairs
 - 4.4.1. Each eligible candidate must be a Member 35 years old or younger or a Student Member in good standing. Each candidate must submit a written application following the instruction from the Election Committee.
 - 4.4.2. No more than one (1) candidate from the same organizational entity will be elected in this category at one time. When two or more candidates present, the one with the highest vote will be elected.
 - 4.4.3. Former Members who have been ever dismissed from the Association following the procedure of Section 3.9.7, are not eligible for election.
 - 4.4.4. Each candidate must obtain endorsements from at least three (3) Members, including at least one current BOD member.
 - 4.5. Election of President

- 4.1.1. The election of the next President will be held three (3) months prior to the end of the current President's term.
- 4.1.2. Only current BOD members (excluding Chairs of Young Member Affairs and Student Affairs) are eligible for nomination. All nominations shall be submitted to the Election Committee.
- 4.1.3. The Election Committee of President shall include all other BOD members and members of the Council of Past Presidents.
- 4.1.4. The Election Committee of President will convene and vote. The candidate who gets more than 50% of the votes will be elected. If no candidate obtains more than 50% of votes, the two candidates with the highest votes will enter the second round of voting. The one with the highest votes will be elected. When there is a tie, the President will serve as the tie breaker.

Article V. **Committees**

5.1. Standing Committees: The BOD shall maintain the following committees:

- 5.1.1. Academic Affairs Committee shall consist of at least three (3) BOD members and is chaired by the Chair for Academic Affairs.
- 5.1.2. Outreach and Communication Committee shall consist of General Secretary, a communication officer, and two (2) membership and outreach officers, and is chaired by a Vice President.
- 5.1.3. Award and Recognition Committee shall consist of at least three (3) BOD and/or advisory members, and is chaired by a Vice President.
- 5.1.4. Fundraising Committee shall consist of at least three (3) BOD and/or advisory members, and is chaired by a Vice President.
- 5.1.5. A new Standing Committee may be established and the members of it shall be appointed by the President with the approval of the BOD.

5.2. Technical Committees

The technical committees are affiliated with the Association. The committees are established to promote transportation research and development to address critical issues in certain areas. The committees shall be formed upon approval of the BOD and directed by the Chair of Academic Affairs as needed.

5.3 Special or ad hoc Committee

A special or ad hoc Committee may be established and Members of it shall be appointed by the President with the approval of the BOD.

Article VI. **Council of Past Presidents**

6.1. Membership

The Council of Past Presidents (the Council) shall consist of the most recent ten past presidents.

6.2. Chair of the Council of Past Presidents

The immediate past President shall serve as the Chair of the Council. If this person is not available to serve, the Chair position shall pass to the next available past President whose tenure is the closest. The Chair of the Council shall serve as the point of contact with the current BOD.

6.3. Duty

The President shall consult with the Council regarding important issues of the Association but are not bound with the advice from the Council. The Council members can attend the BOD meetings upon request but shall have no voting right at the meetings. The Council can pass resolutions regarding important COTA affairs. The Council resolutions are not binding; rather, they express the collective sentiment of the Council on a particular issue, person, or event. The BOD must respond to the Council resolutions in writing and such responses shall be distributed to all COTA members.

6.4. Terms

A Council Member stays on the Council until the end of the 22nd year after serving as President of the Association.

Article VII. **Regional Chapter or Sub-Organization Affiliated with COTA**

7.1 A sub-organization and/or chapter may be established geographically in any countries or regions beyond the US and China (e.g., COTA-Europe).

7.2 A regional Chapter or sub-organization of COTA may be formed and operated on a plan consistent with the vision and mission of COTA. Formation guidelines and administration of the Chapters are provided in COTA rules and regulations.

7.3 The President of the Chapter is automatically a Regional Liaison Officer of BOD, effective from the time when his/her term begins until he/she steps down. The number of the Regional Liaison Officers is dependent upon the number of such regional Chapters that have been established and not confined by the number of BOD members.

Article VIII. **Administrative Provisions**

8.1 Proper Use of Association Resource

The BOD shall be authorized and empowered to pay reasonable reimbursements, payments or compensation for services rendered. Nobody, under any circumstances, can use the fund of the Association at his/her own benefit. The Association's budget must be approved by at least two thirds (2/3) of the BOD members. Any non-budgeted expense shall be consulted and approved by the President.

8.2 Limitation on Political Activity

No activities of the Association shall be carrying on propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in any political activities.

8.3 Conflict of Interest

A Conflict of Interest shall be defined when an individual member's activity appears to be contrary to the best interest of the Association. Any interested individual must disclose the existence of any actual or possible conflict of interest to the Association.

8.4 Distribution of Association Assets

Upon dissolution of the Association, the assets remaining after the payment of the debts of the Association shall be distributed to such organizations organized and operated exclusively for charitable, educational, literary, or scientific purposes.

Article IX. **Amendments**

9.1 This Bylaws may be amended only by the following procedure:

9.1.1 Proposal. An amendment to the Bylaws may be proposed by any member of the BOD by a written petition with signatures of no less than three (3) BOD members.

9.1.2 Review, editing, and finalization. The proposed amendments shall be discussed and reviewed by the BOD. If the proposed amendments receive the support of at least two-thirds of the BOD members, the proposed COTA Bylaws with amendments will be posted on COTA website for the review of COTA members for a duration of at least three months.

9.1.3 Approval. If the proposed amendment was approved by the COTA BOD unanimously and no objection was received by COTA BOD during the three-month review period, the proposed amendments are automatically approved.

If any objection is received, the BOD will review all the comments and make changes if necessary. A final proposed version will be posted on COTA website for general voting by COTA members. The amendments require a 2/3 majority of voters to pass.

9.1.4 Notice of Adoption. The amendments shall be effective upon approval of the proposed amendment starting from the effective date.

9.2 The Bylaws shall be made public and accessible to all categories of members of the Association.

Revision Record:

Amended: January 15, 2003

Revised: February 14, 2006

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