



## Chinese Overseas Transportation Association (COTA)

# BYLAWS

*Revised: November 10, 2011*

### 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 registered address of the non-profit professional organization.

#### 1.3. Vision

The Association is committed to being a leading professional organization in promoting and facilitating communications among transportation professionals worldwide and transportation professionals in China.

#### 1.4. Mission

- 1.4.1. To enhance connections among overseas transportation professionals and their counterparts in China.
- 1.4.2. To promote transportation development in China by providing knowledge and expertise through its members.
- 1.4.3. To enhance networking and collaboration among members of the Association.
- 1.4.4. To serve as a platform to share information and knowledge on transportation development for all transportation professionals.

### 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 in a country or region other than China, whose area of expertise is in transportation related fields and/or who is interested in the Association can become a member of the Association by filing an appropriate application and upon payment of the membership dues.

2.2.2. Members shall be entitled to all privileges of the Association, including holding Board of Directors positions 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 China.

2.3.2. Student Members shall be entitled to all privileges of the Association, including holding positions and voting on the Association matters.

2.3.3. Student Members shall pay annual 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 shall be eligible for this membership, and may become an Associate Member of the Association upon filing an appropriate application.

2.4.2. Associate Members shall neither hold positions nor vote on any Association matters.

2.4.3. Associate Members are not required to pay annual 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, regardless of race and nationality, who has been internationally recognized with his/her prestigious reputation in scholarly research and/or professional practice. An honorary member must be nominated by the Award and Recognition Committee and approved by the Board of Directors.

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

2.5.3. Honorary members are not required to pay annual membership dues.

### 2.6. Institution Member

2.6.1. Institution Members are those legitimate entities, including for-profit corporate entities, non-profit organizations, governmental agencies and educational institutes, who agree with the bylaws, are willing to support the Association's activities, and have paid the annual 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. Association membership shall terminate in the event that the Association member's dues become twelve (12) months in arrears.
- 2.8. Former members of the Association may be reinstated to same membership category in the manner prescribed by the Association.

### Article III. **The Board of Directors**

- 3.1. The Board of Directors (BOD) consists of eleven (11) core positions or Officers, including President, Immediate Past President, two Vice Presidents, Chair of Academic Affairs, General Secretary, Treasurer, Outreach and Membership Officer, two Communication officers, and Chair of Student Affairs.
- 3.2. Duties
  - 3.2.1. 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.
  - 3.2.2. The Immediate Past President shall provide suggestions to the President and play a role as a liaison with the Advisory Board. In the absence of the Immediate Past President, his/her duties will be performed by the President.
  - 3.2.3. The two Vice Presidents shall provide assistance to the President in managing the Association activities.
  - 3.2.4. The Chair of Academic Affairs shall be responsible for directing and/or coordinating academic activities of the Association.
  - 3.2.5. The General Secretary shall be responsible for all reports and records of activities concerning the Association.
  - 3.2.6. 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.
  - 3.2.7. The Outreach and Membership Officer shall be responsible for promoting and managing the membership, including registration and membership dues.
  - 3.2.8. The Communication Officers are 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.
  - 3.2.9. The Chair for 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.

### 3.3. Terms

- 3.3.1. All the BOD members shall be elected for a two (2) year term. The duty of each BOD member shall be assigned by the President at the BOD Meeting in January. The term will be effective immediately at the meeting.
- 3.3.2. If a BOD member desires to serve his/her second term, he/she must 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.
- 3.3.3. A BOD member can 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 and the Chair of Advisory Board. At any time, no more than two (2) such members shall serve on the BOD, excluding the President-elect and the Immediate Past President.
- 3.3.4. If a BOD member becomes the President or the President-Elect, he/she will be automatically extended for one more term.
- 3.3.5. The Immediate Past President is automatically granted with a two (2) year term from the time when he/she steps down as the President.
- 3.3.6. 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.
- 3.3.7. All officers are required to regularly attend BOD meetings and activities of the Association. A BOD member who fails to do so for more than six months will be considered to have voluntarily resigned.
- 3.3.8. The BOD has the right to impeach and remove any BOD member for misconducts, as approved by two-thirds (2/3) of other BOD members and two (2) Advisory Board members.

## Article IV. **Election**

### 4.1. New BOD Member Elections

- 4.1.1. The election will be held in December annually, if necessary. The number of new members shall depend on the number of vacant positions. Each eligible candidate must be a Member or a Student Member. Each candidate must obtain endorsements from at least three (3) Members, including at least one current BOD member. Each candidate must submit a written application. No more than one (1) candidate from the same organizational entity is permitted to run the election at one time. No candidate is allowed from an organizational entity that currently has an active BOD member who will continuously serve after the election.

Former BOD Members and Members who have been ever dismissed from the Association, at the judge of the BOD, are not eligible for election.

- 4.1.2. The Election Committee will organize the election and report the result to the BOD. The Election Committee consists of three (3) BOD members, who shall be appointed by the President. Members of the Election Committee should not endorse any candidate.

#### 4.2. Election of Next President

- 4.2.1. The election of the next President will be held three (3) months prior to the end of the current President's term. One or two candidates from the current BOD will be nominated by the Nomination Committee. Each candidate must currently be a BOD member. The Nomination Committee shall consist of the President, Immediate Past President, and one Advisory Board member. The BOD will convene and vote. The candidate with the highest votes shall be the President-Elect who shall assume the President's duties after the BOD Meeting in January.

### 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, two (2) communication officers, and membership and outreach officer, 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.

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**Article VI. Advisory Board****6.1. Membership**

The Advisory Board shall consist of a minimum of five (5) members who are appointed by the President. The members of the Advisory Board shall be former BOD members and/or distinguished professionals in transportation and related areas.

**6.2. Duty**

The President shall consult with the Advisory Board regarding important issues of the Association but are not bound with the advices from the Advisory Board. The Advisory Board members can attend the BOD meetings upon request but shall have no voting right at the meetings.

**6.3. Terms**

Each member shall hold a two-year term and can be renewed upon the approval of the President.

**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 Approval. The proposed amendments shall be reviewed and approved by the BOD and COTA members. If review result is unanimously positive, the approval of the amendments shall only require the agreements of at least two-thirds (2/3) of the BOD members; otherwise, a 2/3 majority of votes from COTA members is required for approval.

9.1.3 Notice of Adoption. Upon approval of the proposed amendment, the BOD shall adopt, publish, and make it effective immediately.

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*

*Revised: November 10, 2011*