

## Responses to COTA Members' Comments on the Revised ByLaws

Prepared by COTA ByLaws Task Force

Date: November 10, 2011

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*We have received five comments from our COTA members until October 20, 2011. All the comments are positive and encourages, with reflection of their enthusiastic cares and strong supports to COTA. The new ByLaws has been further revised by incorporating their comments and will be published on the COTA website soon ([www.cota-home.org](http://www.cota-home.org)). Our responses to each of their comments or questions are provided below.*

*On behalf of COTA Board of Directors, we want to express our sincere thanks to those members for their valuable time in putting forward their comments and constructive suggestions. We are also thankful to all members and friends for their long-time cares and supports in past. We are looking forward to your continuous support and participation.*

### **Comment #1:**

1.4.1 is suggested be changed as “To ~~strengthen~~ **enhance** connections ~~between~~ **among** overseas transportation professionals worldwide and their counterparts in China.”

1.4.4 is suggested be changed as “To serve as ~~a an information and knowledge sharing~~ platform to **share information and knowledge** on transportation development for all transportation professionals.”

2.2.1 (Any individual with a residence status in a country or region other than China, whose areas of expertise are in transportation related areas and/or who are interested in the Association, shall be eligible for the membership, and may become a member of the Association upon filing an appropriate application and upon payment of the membership dues.) is suggested be changed as “Any individual reside outside China, ...expertise is in transportation...and/or is interested in the Association, can becomes a member by filing an appropriate...”

Question, shall we consider allow only the transportation professional being a member and let the "interest" persons being an associate member?

2.6.2. Each Institution Member shall have one affiliate representative who is entitled to all privileges of ~~the Members~~ **a member**.

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.

3.2.3. The main duty of the Vice President shall provide assistance to the President in managing ~~various~~ **the** Association activities.

3.3.4. If a BOD member becomes ~~the President or~~ the President-Elect, he/she will be automatically extended for one term.

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 time when new BOD members are elected.** ~~must participate in and win the next 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 **voluntary resignation** ~~to have voluntarily resigned.~~

3.3.8. The BOD ~~has reserves~~ the right to impeach and remove any BOD member for misconducts, approved by two-thirds (2/3) of other BOD members and two (2) advisory board members.

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. The eligible candidates **must be a Member or a Student Member** ~~are the Members and Student Members.~~

4.2.1. .... The candidate with the highest votes shall be the President-Elect who shall assume **the President's duties** ~~duty~~ after the BOD Meeting in January.

5.1.5. A new Standing Committee may be established and the members ~~of it~~ shall be appointed by the President with the consent of the BOD.

Eliminate word "which", applying to 5.1.1, 5.1.2, 5.1.3, 5.1.4

5.2 .... 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 consent of the BOD.

## 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 meeting of the BOD~~ **meeting** upon request but shall have no voting right at the meeting.

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-eleven Officers as prescribed in 3.1.~~

## 8.1 Proper Use of Association Resource

..... Nobody, under any circumstances, can use the **fund earnings** of the Association at his/her own benefit.

## 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 ~~complain~~ **activities.**

9.1.2 Approval. The proposed amendments shall be reviewed by the BOD and COTA members. The approval of the amendments shall require the agreements of at least two-thirds (2/3) of the BOD members.

Comments:

- by law shall be approved by members, not 2/3 of BOD.
- Approval. The proposal shall be reviewed by all members and vote on as schedule by the BOD. A 2/3 majority vote is required for approval. (vote by mail)

9.1.3 Notice of Adoption. Upon approval by ~~the BOD~~, the proposed amendment, ~~shall be adopted and become effective immediately.~~ **the BOD shall adopt, publish and make it effective immediately.**

***Response of the COTA ByLaws Task Force:***

*The COTA BOD indeed appreciates such detailed and decent comments. Most of them have been incorporated into the revision. In addition, “Member” and “Associate Member” have been clearly defined in the revised version.*

**Comments #2:**

My Comments on your bylaw of COTA from South Africa are as below:

- 1) Where have you registered this organization and which law you are following?
- 2) You mention China in the by law. Does it include Hong Kong, Macau or Taiwan. How to identify this matter?
- 3) How about the second and third -Nth generation of Chinese as the membership?
- 4) For clause 1.4.4, please review its correctness in language aspect.
- 5) What currency for membership fee?
- 6) Communicating language?

***Response of the COTA ByLaws Task Force:***

*Thanks for your comments. Our explanations to each of your questions are provided as the following:*

- 1) *COTA is currently registered in Maryland, USA. The ByLaws is revised based on the last version that was released in February 2006.*
- 2) *Yes, China includes Hong Kong, and Macau or Taiwan.*
- 3) *Any individual with a residence status in a country or region other than China, whose area of expertise is in transportation related areas and/or who is interested in the Association can become a member of the Association.*
- 4) *1.4.4 is revised as “To serve as a platform to share information and knowledge on transportation development for all transportation professionals.”*
- 5) *US dollars.*
- 6) *Chinese and English.*

**Comments #3:**

1. Reinstallment Fee sends a negative information and discourage members to rejoin. I don't see any necessary of impose Reinstallment Fee.
2. Is Honorary Member a lift-time honor or it should be "Honorary Member of Year XXXX?"

***Response of the COTA ByLaws Task Force:***

*Thanks for your comments. Our explanations to each of your questions are provided as the following:*

1. *“Payment of a reinstatement fee” is removed from 2.8.*

2. *“Honorary Member” shall not be limited in years. The Honorary membership might be naturally cancelled upon the request of the member but no need to state it at this point in the ByLaws.*

**Comments #4:**

I have one comment on the Section 4.2 (Election of Next President). In the current bylaw, the next president will be nominated by a nomination committee, which will consist of the current President, the Immediate Past President, and one Advisory Board member. Since the advisory board members are appointed by the President, such election mechanism has the potential that can prevent a board member from being nominated, even he or she is willing to run for the President office. I think it is important to health of the organization that each elected board member is given a fair chance to run for the president, as long as he or she is willing to serve.

My suggestion is that a current board member can be nominated by another board member or self-nominated. The candidate with the highest votes of the BOD shall be the President-Elect.

Just my two cents.

***Response of the COTA ByLaws Task Force:***

*Thanks for this comment. Each President-Elect candidate must currently be a BOD member. This condition is added into 4.2.1.*

**Comments #5:**

Typically, a change format should be retained for the draft revision so that the members know what changes have been made. At this format, the members don't know what have been changed.

***Response of the COTA ByLaws Task Force:***

*Your observation is right. The good thing is that the new ByLaws is actually expanded based on the previous version and greatly enhanced with attempt to clarify many details that were unclearly or ambiguously stated, or even not stated in the previous version.*