

Restated BY-LAWS of  
The Association for Commuter Transportation, Inc.  
A Non-Profit Corporation  
(As Amended September 14, 2018)

ARTICLE I  
OFFICES

Section 1.

The principal office for the transaction of business of the Association (“Principal Office”) shall be located in a location determined by the Board of Directors.

Section 2.

The Board of Directors (“the Board”) may at any time establish branch or subordinate offices at any place or places where the Board deems the Association is qualified to do business.

ARTICLE II  
PURPOSE

This Association is a non-profit public benefit Association organized under the District of Columbia Non-Profit Corporation Act. The general purpose of this Association is to engage in any lawful act or activity authorized under the Association’s Articles of Incorporation, including but not limited to providing interested parties and the public with information, services, and products aimed at solving commuter-related mobility challenges in the public interest.

ARTICLE III  
MEMBERSHIP

Section 1.

The membership of the Association shall consist of such classifications and qualifications as the Board may from time to time establish.

The Association for Commuter Transportation (“ACT”) has five classifications of membership: Organizational, Self-Employed, Retiree, Student, and International.

A. The Organizational category is open to public agencies, private businesses, educational institutions, nonprofit organizations, and other enterprises with multiple employees or representatives. The number of employees covered by the Organizational membership is determined by the Organizational level selected. A minimum of two employees are covered with an Organizational membership. Organizational memberships are non-transferable outside of the named organization.

B. The Self-Employed category is open to self-employed professionals who desire membership in ACT, including but not limited to the self-employed, sole proprietorships, and any other individual who does not fit another membership category.

C. The Retiree category is open to any individual that is no longer employed or working within the TDM or related industry.

D. The Student category is open to all full-time students. (Those applying for Student Membership may be asked to submit proof of full-time enrollment).

E. The International (Organization, Self-Employed, or Student) is open to qualifying entities as described above but located in areas outside of the United States and Canada. This category does not include international members associated with an organization based in the United States or Canada.

#### Section 2.

Applications for membership in the Association shall be made to the Board, or its designee, on forms provided for this purpose. Such forms shall indicate, at minimum, the type of membership, the amount of dues required for a membership, and what individuals shall have membership privileges, including voting rights for the Association's elections.

#### Section 3.

**Terms of Membership.** Memberships are on a rolling annual basis, starting with the 1<sup>st</sup> of the next month that the member initially joined the Association. Dues renewal will be sent out at least one (1) month ahead of expiration of the membership, with a due date of the last day of the month that the membership initially started. Members not renewing within three (3) months of their membership lapsing will be marked as inactive within ACT's membership database.

#### Section 4.

**Dues.** The Board shall establish a schedule of fees for participation in the Association's activities, which may be changed from time to time. Payment of such fees or dues shall be a condition of membership and shall be payable initially upon submission of an application for membership and subsequently, in advance annually. All dues are payable to ACT.

#### Section 5.

**Voting Rights.** Voting privileges are limited to those individuals listed in the Association's membership database. Each named member of the Association shall be entitled to one vote. Voting by proxy is not allowed. Each member within an Organizational membership receives one vote. It is the responsibility of the Organization to notify and update ACT on the individuals to be identified as members within their organization.

#### Section 6.

A member may resign by written communications to the Board or its designee. No refunds of dues paid will be reimbursed to members that have resigned.

Section 7.

Reinstatement of a member who has resigned shall require a payment of any dues owed the Association along with new dues and the submission of a new application.

Section 8.

The Board shall consider proceedings for the discipline, expulsion, suspension or admonition of any member upon written request of ten or more members, for cause set forth. If the circumstances appear to warrant further action, the Board shall advise the named member in writing of the request and of the date on which the cause set forth in the request will be considered. The named member may present a defense or other information either in person or in writing on the date set forth in the letter from the Board. The final action shall be taken by the Board within a reasonable time after the matter has been considered by the Board. A two-thirds vote of the Board then serving in office shall be required for any action to discipline, expel, suspend or admonish such member. A member expelled from the Association by such a vote may only be re-admitted upon an approved application and by a two-thirds vote of the Board.

#### ARTICLE IV MEETINGS OF MEMBERS

Section 1.

*Annual Meeting.* The annual meeting of the members of the Association shall be held each year, upon such date, and at such time and place as may be set by the Board. Notice of the annual meeting shall be mailed by US mail or sent electronically to each member not less than thirty (30) days before such meeting. Whenever any notice is required to be given under the provisions of the District of Columbia Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a member at the any meeting shall constitute a waiver of notice of such meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened. The business to be transacted at the annual meeting shall be specified in the annual meeting notice.

Section 2.

*Special Meetings.* Special meetings of the members of the Association may be called in the same manner as special meetings of the Board.

Section 3.

*Quorum.* A quorum for a meeting of the members of the Association shall be 10 percent (10%) of the total voting membership. Electronic voting shall require votes from 10 percent (10%) of members to constitute a quorum.

ARTICLE V  
BOARD OF DIRECTORS

Section 1.

*Board Membership.* The Board shall consist of a duly elected President, Vice President, Secretary, Treasurer, the Immediate Past President, and sufficient other Directors elected in accordance with the provisions of the By-Laws. The Executive Director and Parliamentarian shall serve as non-voting members of the Board by virtue of their position.

Section 2.

*Election of Directors (other than Officers and the Immediate Past President).* Elections of Directors shall take place during the calendar year prior to taking office, at a time designated by the Board. Directors may be elected to three consecutive terms of office of two years each, provided however, that no Director shall individually serve on the Board for more than six (6) consecutive years, unless serving as an Officer or Immediate Past President, in which case they may exceed the term limit while serving as an Officer or Immediate Past President. After serving as an Officer or Immediate Past President, an individual will be eligible to again serve as a Director. After serving three consecutive terms on the Board, a Director must wait one year before being eligible to once again serve on the Board. If a Director is appointed to a position to fulfill a portion or the remainder of a term, that appointment shall not count towards the individual term limit. The non-officer Directors shall be elected as follows:

- A. Six (6) Directors shall be elected from the membership at large in odd-numbered years.
- B. Six (6) Directors shall be elected from the membership at large in even-numbered years, in the same election as Officers of the Association.
- C. In the event of a vacancy on the Board of Directors, the President may appoint a qualified person, subject to confirmation by a majority of the remaining Directors in office, to fill such vacancy in the Board until the next election.

Section 3.

*Authority of the Board.* All corporate powers not inconsistent with law, with the Association's Articles of Incorporation, or with these By-Laws may be exercised by the Board in managing the Association's affairs. The Association shall keep and update as necessary a Board of Directors Handbook to provide additional details about the operations and responsibilities of the Board.

Section 4.

*Meetings.* The Board shall hold at least two (2) meetings annually, the time and place for which shall be as provided by resolution of the Board. Meetings also may be called by or at the request of the President or any four (4) Board members. The President or any four (4) Board members calling a meeting shall specify the time and place thereof. Meetings may be conducted via conference telephone or by any means of communication by which all persons

participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 5.

*Notice.* Notice of any meeting of the Board shall be given via electronic mail or other means, to each Board member at the address shown by the records of the Association. At least ten (10) days-notice shall be given for each meeting. Such notice shall be deemed to be delivered when sent electronically. Any Director may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting except where a Board member attends a meeting for the express purpose of objecting to transaction of any business because the meeting has not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice of any meeting of the Board.

Section 6.

*Quorum.* A majority of the Board then serving in office shall constitute a quorum for the transaction of business at any meeting of the Board. A meeting which has been duly noticed and for which a quorum has been duly established (a duly constituted meeting) may continue in the transactions of the affairs of the Association even if a quorum is lost thereafter, until properly adjourned: provided however that no meeting may continue when fewer than nine (9) Board members (including the Officers) are present.

Section 7.

*Manner of Acting.* The act of a majority of the Board at a duly constituted meeting shall be the act of the Board, unless the act of a greater number is required by law or by these By-Laws. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as action taken at a duly constituted meeting of the Board.

Section 8.

*Vacancies.* Any vacancy occurring in the Board shall be filled by the Board as soon as possible. A Director filling a vacant Board position by action of the Board shall be appointed consistent with Section 2, Part C above.

Section 9.

*Compensation.* Board members shall not receive any stated salaries for their services, but by resolution of the Board, expenses, if any, may be reimbursed for attendance at regular or special meetings of the Board; but nothing herein shall be construed to preclude any Director from performing services for the Association in any other capacity and receiving compensation therefore.

Section 10.

*Removal.* A Director may be removed from office, for cause, by the vote of two-thirds of the Board. No removal may occur, however, unless the procedural requirements set forth in

Article III, Section 7, have been met by the Board. The term “for cause” shall be defined by the Executive Committee.

## ARTICLE VI OFFICERS

### Section 1.

*Officers.* The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other subordinate officers as may be appointed from time to time by the Board. Any subordinate officers so appointed, however, shall not thereby become of member of the Board

### Section 2.

*Election and Term of Office.* The Officers of the Association shall be elected by the members. The election of Officers shall be held in even numbered years as prescribed by the Board. Unless terminated earlier by death, resignation or removal as hereinafter provided, the term of each officer shall extend until his successor shall have been duly elected and qualified. Officers of the Association shall serve a two (2) year term and shall have the option of seeking and holding the same office for a second consecutive two-year term.

### Section 3.

*Removal.* Any Officer may be removed at a duly constituted meeting of the Board by a two-thirds vote (2/3) of the Board (including Officers other than the Officer at issue). Removal shall be solely for cause and only after the procedural requirements set forth in Article III, Section 7, have been met.

### Section 4.

*Vacancies.* A vacancy in any office under this article because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board as soon as possible for the unexpired portion of the term.

### Section 5.

*President.* The President shall preside at all meetings of the members the Board and of the Officers. The President will act as a liaison between the Board, the Officers and the Executive Director to ensure the resolutions and or directives of the Board and Officers are carried out. The President will ensure the Association’s activities are compliant and in line with the Association’s purpose. The President shall perform all duties of the office of President and such other duties as may be prescribed by the Board from time to time.

### Section 6.

*Vice President.* In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the 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 Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

Section 7.

*Treasurer.* The Treasurer shall supervise, direct the custody of and be responsible for all funds and securities of the Association. The Treasurer shall be responsible to the Board for supervising the giving of receipts for monies due and payable to the Association from any source whatsoever, and the deposit of all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be designed by the Board.

The Treasurer shall render a statement of the condition of the finances of the Association at each meeting of the Board and render a financial report at the Annual Meeting of the Association.

In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board.

Section 8.

*Secretary.* The Secretary shall keep the minutes of the meetings of the members and of the Board and see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law. Minutes will be stored electronically as a permanent record of meetings and decisions made by the Board. The Secretary will perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board.

## ARTICLE VII EXECUTIVE DIRECTOR

Section 1.

The Board shall employ an Executive Director who meets the qualifications required by the Board. The Board shall annually review the performance of the Executive Director. The Executive Director shall serve as the principal executive officer for the Association and report to the Board on all matters affecting the Association and shall perform such other duties as assigned by the Board and detailed within the position's official job description.

Section 2.

The Executive Director may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board have authorized to be executed, except in cases where the signing and executing thereof shall be expressly delegated by the Board or by these By-Laws or by statute to some other officer or agent of the Association.

Section 3.

The Executive Director may hire, retain, and terminate as necessary, staff and/or consultants, to support the work and achieve the goals of the Association. The Executive Director may negotiate employment and/or management contracts on the Association's behalf within the approved budget.

Section 4.

The Executive Director will be responsible for the custody of the Association's records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions the By-Laws.

ARTICLE VIII  
INDEMNIFICATION

No Director, Officer, member, agent or employee of this Association now or hereafter elected, hired, contracted, or appointed shall be personally liable to the creditors of this Association for any indebtedness or liability thereof. Except as otherwise limited by state or federal law, the Board may, at its discretion, authorize the Association to pay any or all reasonable expenses incurred by, and satisfy any civil judgment or fine rendered or levied against, any persons who has been or is a Director, Officer, member, agent or employee of this Association in any civil action brought by a third party against such person, whether or not this Association is joined as a third party defendant, in connection with any act alleged to have been committed or omitted either by such person while a Director, Officer, member, agent or employee of this Association, or by the Association itself, or both, provided that the Board of this Association determines in its sole and unfettered discretion that such Director, Officer, member, agent or employee was acting in good faith within what he reasonably believed to be the scope of this employment or authority and for purpose which he reasonably believed to be in the best interest of the Association. Payments provided for herein shall include amounts paid and reasonable expenses incurred in settling any such action or threatened action. The provisions of the Article also shall apply in connection with any criminal actions or proceedings in which any Director, Officer, member, agent or employee had no reasonable cause to believe his or her conduct was unlawful. These provisions shall further apply to actions or proceedings commenced after the adoption hereof, whether arising from acts of omissions occurring before or after the adoption of these By-Laws, and shall insure to the benefit of the heirs, executors and administrators of any Director, Officer, member, agent or employee against whom such action or proceeding is brought.

ARTICLE IX  
EXECUTIVE COMMITTEE

Section 1.

*Composition of Committee.* There shall be an executive committee of the Association, which shall consist of the President, Vice President, Secretary, Treasurer, and Immediate Past President of the Association. In addition, the Executive Director, and Parliamentarian shall be non-voting members of the Executive Committee. A quorum of three (3) members and the concurrence of the majority of those members voting, but not less than two (2) shall be required for action of the Executive Committee. The committee shall convene at the call of the President. The composition, voting rights, and quorum requirements of the Executive Committee may be changed through a resolution of the Board.

Section 2.

*Delegation.* The Board may delegate to the Executive Committee any of the powers and authority of the Board except as reserved to Board by applicable law. The Executive Committee shall act on questions of immediate importance in the period of time between meetings of the Board of Directors, and shall perform such other duties, as the Board may deem expedient. The Board shall ratify the actions of the Executive Committee at the meeting of the Board following the action being taken.

ARTICLE X  
OTHER COMMITTEES & TASK FORCES

Section 1.

The Board or the Executive Committee may establish committees and task forces to assist the Board in carrying out the work of the Board. The powers and duties of each shall be established by the Board.

Section 2.

A member of the Board shall serve as Chair of any committee or task force. Membership and participation in committees and task forces shall be limited to all active members of the Association.

Section 3.

The President, Vice President, and Executive Director shall be *ex-officio* members of all standing committees and shall be invited to all meetings.

Section 4.

Meetings and actions of the committees and task forces shall be governed by and taken in accordance with the provision of these bylaws. The Board may adopt rules and regulations pertaining to the conduct of meetings to the extent that such rules are not inconsistent with the provisions of these bylaws.

Section 5.

Voting by committees and task forces may be in person, via telephone, video conference, or mail. All votes and their results, shall be reported to the Executive Director and the Board.

Section 6.

Standing Committees of the Association shall include: Finance, Governance, Membership, Professional Development, Program, and Public Policy.

Section 7.

The Association shall keep, update, and post as necessary descriptions, charges, and any special requirements of each committee and task force established by the Board.

ARTICLE XI  
CERTIFICATION BOARD OF TRUSTEES

Section 1

The Association shall establish and support a Certification Board of Trustees to have control over all essential certification and recertification decisions, as set forth in the CBOT Charter, including: eligibility standards; the development, administration, and scoring of the exams; certification disciplinary issues; and operational processes. The trustees shall consist of no fewer than five individuals that have obtained TDM Professional certification and at least one public member, and other trustees as set forth in the CBOT Charter.

Section 2.

Trustees and Officers, including a Chair, Vice Chair, and Secretary, shall be selected as set forth in the CBOT Charter.

Section 3.

The Association shall maintain all fiduciary and legal oversight of the program.

ARTICLE XII  
COUNCILS & WORKING GROUPS

Section 1.

The Board or the Executive Committee may establish councils and working groups to advance the mission of the Association, which will be limited to all active members of the Association.

Section 2.

A council may be established by a group of ten (10) or more members through a direct petition to the Board. Each council will have a leadership structure that includes at a minimum, a Chair, Vice Chair, and Secretary. The Chair, Vice Chair and Secretary shall be nominated by council members and approved by the Board. The Board shall keep and update as necessary a Council Handbook to provide additional details about the operations and responsibilities of councils.

Section 3.

A working group may be established by a group of five (5) or more members through a direct petition to the Board. The Board shall keep and update as necessary guidelines for working groups to provide additional details about their operation and responsibilities.

Section 4.

Meetings and actions of the councils and working groups shall be governed by and taken in accordance with the provision of these bylaws. The Board may also adopt rules and regulations pertaining to the conduct of meetings to the extent that such rules are not inconsistent with the provisions of these bylaws.

Section 5.

Voting by councils and working groups may be in person, via telephone, video conference, or mail. All vote and their results, shall be reported to the Executive Director and the Board.

Section 6.

The Board may change or remove the status of a council or working group if it fails to maintain active membership and adhere to their responsibilities outlined within the council handbook.

ARTICLE XIII  
FINANCE AND CONTRACTS

Section 1.

*Fiscal Year.* The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year or as otherwise set by the Board.

Section 2.

*Budgets.* The concurrence of the simple majority of those Board members present at a duly constituted meeting of the Board shall be sufficient required for approval of the budget.

Section 3.

*Deposits.* All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other repositories as approved by the Board.

Section 4.

*Check Signing.* The President, Treasurer, Executive Director and any other individual designated by the Board shall be authorized to sign all Corporate checks for payment due. The procedures for requiring multiple signatures shall be set by the Board.

Section 5.

*Gifts.* The Board may accept on behalf of the Association any contributions, gifts, bequests or devices for the designated purpose of the Association.

Section 6.

*Contracts.* The Board may designate officers or agents of the Association to enter into contracts or execute and deliver instruments in the name of and on behalf of the Association and such authority may be general or confined to specific instances. The Board will establish policies regarding signature authority.

Section 7,

*Audit.* The accounts of the Association shall be audited on a schedule determined by the Board of Directors.

Section 8.

*Authorizations.* The Board may establish thresholds on purchasing amounts for budgeted and unbudgeted expenses that will require approval prior to purchase or payment.

ARTICLE XIV  
CHAPTERS

Section 1.

The Board may authorize the formation of chapters within specific geographic areas.

Section 2.

Chapters shall be governed in accordance with the provisions of charters, which the Board shall issue to reflect such authorization. Chapters, as components of the Association, are subject to the requirements placed upon them by the Board

Section 3.

The Association shall keep and update as necessary a Chapter Handbook to provide additional details about the operations and responsibilities of chapters.

Section 4.

The bylaws, acts, and decisions of all chapters must be in accordance with the Association's Articles of Incorporation, Bylaws, and Chapter Handbook.

ARTICLE XV  
REGIONS

Section 1.

The ACT Board will establish a minimum of four geographic regions for the purpose of conducting elections of Regional Directors to the ACT Board.

Section 2.

Determination of regions will be based on the number of members in the Association and with the goal of equal or near equal representation amongst each region, without splitting a chapter into two or more regions. All US states and Canadian Provinces will be designated as part of a Region.

Section 3.

Prior to each election cycle for the Regional Director positions, the ACT Board will review membership to determine if changes are required, and approve all changes.

ARTICLE XVI  
BOOKS AND RECORDS

The Association shall keep correct and complete books and record of accounts and shall also keep minutes of the proceedings of its members, the Board and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All of the minutes, records and other documents described above shall be kept at one or more offices of the Association as specified by the Board and made known to the members. The books and records of the Association shall be reviewed each fiscal year by independent auditors selected by the Board. Said review shall be completed within 90 days after the end of the Association's fiscal year.

#### ARTICLE XVII AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Board members then serving in office at any duly constituted meeting of the Board, except that a By-Law fixing or changing the number or terms of Directors may be adopted, amended or repealed only by the vote or written consent of a majority of a quorum of the members of the Association. This vote may be by paper ballot or electronic ballot. The required quorum for approving an amendment shall be 10 percent of the total voting membership.