

# **TRANSPORTATION RESEARCH FORUM**

## **By-Laws**

### **ARTICLE I – NAME**

The name of this organization shall be the Transportation Research Forum.

### **ARTICLE II – OBJECTIVES**

- Sec. 1 The purpose is to provide a common meeting ground or forum for the exchange of ideas, research techniques, and results as applicable to economic, management, technical development, and public policy aspects of transportation.
- Sec. 2 The objectives are to be served and accomplished by the publication of technical papers; through the media of international, national, and local Forum meetings; and in any other method determined by applicable governing authority of the Forum.

### **ARTICLE III – MEMBERSHIP**

- Sec. 1 Any person interested in transportation research shall be eligible for membership, providing the applicant meets such qualifications as may be established by applicable governing authority of the Forum.
- Sec. 2 The membership year shall coincide with the fiscal year, which shall end on December 31.

### **ARTICLE IV – MEETINGS OF THE MEMBERSHIP**

- Sec. 1 At least one meeting of the membership will be held each year, designated as the Annual Meeting, at which time the election of Officers and Council shall take place or be completed. Other meetings of the membership may be held upon the call of the President or six (6) members of the Council.
- Sec. 2 At least fifteen (15) days notice of time and place or the electronic means of participation in all meetings shall be given to the membership.
- Sec. 3 The members participating in any meetings (whether in person or by electronic means) shall constitute a quorum of the membership, and a majority vote of those members shall be sufficient to act upon any proposal or matter.

## **ARTICLE V – ELECTIONS**

- Sec. 1 The Officers of this Forum and other members of the Council shall be elected for a term commencing immediately after the annual election and shall be elected by secret ballot of the membership present in person or by proxy at the Annual Meeting or by such other means, including email or other electronic means, as may be determined by the Council.
- Sec. 2 Council vacancies which occur between Annual Meetings shall be filled for the duration of the unexpired term by the Council.

## **ARTICLE VI – OFFICERS**

- Sec. 1 The Officers of the Forum consist of a President, Executive Vice President, Vice President-Program, Vice President Elect-Program, Vice President-Chapter Relations, Vice President-Membership, Vice President-Academic Affairs, Vice President-Public Relations, Vice President-International Affairs, Secretary, Treasurer, and Counsel.
- Sec. 2 The President shall be the chief executive officer of the Forum and preside as chairman of all meetings of the membership and Council and the Executive Board. The President shall have the power to appoint an Executive Director and other staff and also to appoint committees, subject to disapproval by the Council pursuant to such processes as the Council may determine. In addition, he shall perform all duties, bear all responsibilities, and enjoy all authority customary to Presidential function.
- Sec. 3 The Executive Vice President shall preside in the absence of the President and shall perform such duties and bear such responsibilities as may be assigned to him by the President.
- Sec. 4 The Vice President-Program, with the assistance of the Program Committee and guidance of the Council, shall be responsible for program development of the Annual Meeting.
- Sec. 5 The Vice President Elect-Program shall preside at meetings in the absence of the Vice President-Program and otherwise assist in the development of the program for the Annual Meeting.
- Sec. 6 The Vice President-Chapter Relations shall be responsible for coordinating the activities of existing chapters, acting as primary liaison between the chapters and the Council, and shall be responsible for securing the active

assistance of the Council in developing new chapters and in ensuring that current chapters maintain an active status.

- Sec. 7 The Vice President-Membership shall be responsible for developing and maintaining a program designed to develop a broader membership base, to maintain current membership, and to provide all assistance necessary to enroll new members.
- Sec. 8 The Vice President-Academic Affairs shall undertake programs to involve academic persons in TRF; shall encourage subscriptions to the Journal and other TRF publications; shall encourage the contribution of student papers for the Annual Meeting; shall select those student papers to be published and presented at the Annual Meeting; and with the Vice President-Membership, shall assist in developing student membership.
- Sec. 9 The Vice President-Public Relations shall be responsible for publicity and other communication to the membership and public.
- Sec. 10 The Vice President-International Affairs shall be responsible for development of international activities, including meetings outside of North America, the international exchange of ideas, and to enhance the stature of TRF internationally.
- Sec. 11 The Secretary shall be responsible for keeping the minutes of all meetings of the membership and of the Council, and shall circulate copies of these to the Council promptly following each such meeting.
- Sec. 12 The Treasurer shall be responsible for:
- (a) The receipt, disbursement, and safekeeping of all Forum funds, which shall be deposited in an insured depository or invested in short term liquid investments. The depository and cash investments must be approved by the Council.
  - (b) Financial records of the TRF.
  - (c) Preparation of the annual budget, financial reports of the Council, and an annual report as of the end of each fiscal year.
- Sec. 13 The Counsel shall serve as Counsel to the Forum and advise the Council and Officers on legal matters as appropriate.
- Sec. 14 Unless specifically provided otherwise, executive and administrative responsibilities designated to individual officers by this article and other articles of these by-laws may be delegated by such officers, or by the Council,

or by the President, either to other individuals or to committees. Notice of delegations shall be provided to the President.

## **ARTICLE VII – COUNCIL**

- Sec.1 Subject to section 8 of this Article, the management of the Forum and the authority for the conduct of its affairs shall be vested in a Council consisting of the twelve (12) Officers identified in section 1, Article VI, the immediate Past President, the Presidents of the New York, Chicago, and Washington, D.C. Chapters, and the editors of the Journal and the Newsletter.
- Sec. 2 The Council has the authority to remove any member of the Council for cause, upon a vote of a majority of the Members of the Council.
- Sec. 3 Eight (8) members shall constitute a quorum at Council meetings, which shall be called at least once a year, which shall coincide with the Annual meeting. Additional Council meetings may be held at the direction of the President or the request of five (5) members of the Council. Any such additional meetings may be by electronic means, including but not limited to teleconference or videoconference.
- Sec. 4 The TRF Council shall elect an editor of the Newsletter for a term of office of up to three (3) years. The TRF Council shall elect one (1) or more editors of the Journal for a term of office of up to three (3) years. Editors may be removed, and vacancies may be filled, by a majority of the TRF Council during any meeting of the TRF Council. Editors may appoint and remove associate and book review editors. Editors shall be voting members of the TRF Council. A person may serve as an editor for any number of terms, but a person may not serve any terms in succession, except that a person may fill a vacancy during an unexpired term followed by one term.
- Sec. 6 The Council may create special committees and task forces, appoint staff and consultants, and take such other actions as it deems appropriate to further the goals of the Forum subject to any specific requirements of these by-laws.
- Sec. 7 The Council is empowered, notwithstanding any other provision of these by-laws, other than section 1 of Article 4, to use electronic means, including but not limited to email and telephone, in lieu of face to face meetings and mail, to conduct the affairs of the Forum.

## **ARTICLE VIII – COMMITTEES**

- Sec. 1 The President shall appoint a nominating committee of at least five (5) members including a chairman, who will nominate Officers and Council

members to be elected, such nominee names to be given to the membership at least fifteen (15) days before the annual election. Such chairman and committee names shall be given to the membership at least forty-five (45) days before the final selection of the nominees. Additional nominees may be offered by any member prior to the Annual Meeting. No member of the nominating committee is eligible to run for office or Council membership during the year for which the nominations are presented.

- Sec. 2 The person serving as the Vice President Elect-Program shall be nominated to serve as Vice President-Program during the year for which the nominations are presented.
- Sec. 3 The Membership Committee, consisting of the Vice President-Membership, Secretary, and President, shall be responsible for judging the acceptability of membership applicants.
- Sec. 4 The Audit and Finance Committee, consisting of the Executive Vice President as Chairman, plus two (2) other members from the Council appointed by the President, subject to disapproval by the Council, shall be responsible for maintaining formal financial control requirements which shall be subject to Council approval. The Committee is responsible for an audit and reports to the Council at the end of each fiscal year.

#### **ARTICLE IX – ANNUAL DUES**

Forum dues as determined by the Council will be assessed members annually, and are payable when billed. A portion of the dues as determined by the Council, shall be remitted to the Chapter which each member designates.

#### **ARTICLE X – CHAPTERS**

- Sec. 1 Members may organize and maintain a chapter, with the approval of the Council. Each chapter shall adopt by-laws in conformance with the By-Laws of the TRF and shall submit such By-Laws and changes adopted therein to the Council, for approval prior to their becoming effective.
- Sec. 2 Each chapter shall have such officers as may be necessary for the proper conduct of its affairs. Chapter officers shall be elected by members of the chapter as determined by the chapter.
- Sec. 3 Each chapter shall submit annually a report of its activities and financial affairs to its members and to the Council. If that report is deemed unsatisfactory by Council or if the Council determines that a chapter is not in

compliance with the chapter requirements of these By-laws, no chapter dues allotment shall be paid to the chapter until such deficiencies are corrected.

## **ARTICLE XI – AFFILIATES**

The Council shall have the authority to recognize affiliates, groups which have objectives similar to TRF. These affiliates may be accorded such organizational and financial status as is deemed appropriate by the Council in each individual case. Concurrent membership in TRF may be granted to the membership of such groups.

## **ARTICLE XII – AMENDMENTS**

Sec.1 These By-Laws may be amended at any meeting of the membership by the affirmative vote of a majority of the members present, provided that at least fifteen (15) days written notice of such proposed amendment and meeting shall have been given to all members prior to said amendment. Such notice shall set forth the exact language of the proposed amendment, but the members at said meeting shall be empowered to change or modify such language so long as the amendment, as finally adopted, is within the scope and purposes of the proposed amendment of which notice was given.

Sec. 2 In addition, the Council shall have the authority to institute a ballot by mail or by email or other electronic means at any time for the purpose of proposing amendments to these By-Laws. Under such procedure, the By-Laws may be amended by mail ballot or by electronic ballot submitted to the entire membership at least forty-five (45) days prior to the proposed date for any amendment to become effective. Amendments must be approved by a majority of those members responding to the balloting procedures. Only ballots received by the President at least ten (10) days prior to the proposed effective date will be counted.

As revised effective November 4, 1994, February 15, 1995, and April 22, 2009.