

Transportation Professional Certification Board, Inc.

Affiliated with the Institute of Transportation Engineers

Bylaws As Amended June 20, 2016

ARTICLE 1

Section 1. Name

The name of the organization shall be the Transportation Professional Certification Board, Inc. (the CORPORATION), the certification body affiliated with the Institute of Transportation Engineers (ITE) responsible for all matters pertaining to the protection of public safety through the certification of transportation professionals.

Section 2. Governance

The affairs of the CORPORATION shall be carried out through its Board of Directors (the CERTIFICATION BOARD) that shall have the powers, responsibilities, and limitations conferred herein and by statute.

Section 3. Definition

Transportation Professionals are those individuals who apply a comprehensive knowledge of technology and scientific principles acquired through study and experience to the planning, functional design, operation, and management of facilities for any mode of transportation in order to provide for the safe, rapid, comfortable, convenient, economical, and environmentally compatible movement of people and goods.

Section 4. Principal Office

The principal office of the CORPORATION shall be in the Washington, D.C. metropolitan area. The CORPORATION may have such other offices as the CERTIFICATION BOARD may from time to time determine.

ARTICLE II. PURPOSES

The purposes of the CORPORATION are:

- (1) To promote the public safety by establishing and promoting requirements, standards, and procedures (including the development and administration of certification

examinations), pertaining to the certification and recertification of classes of transportation professionals;

- (2) To promote the public safety by providing credentials to those transportation professionals who satisfy all certification eligibility criteria and successfully complete a certification examination, and who fulfill recertification requirements established by the CERTIFICATION BOARD;
- (3) To promote the public safety by establishing programs that support reliance on the Corporation's credentials by individuals, employers, the general public, and regulatory bodies;
- (4) To promote the public safety by adopting and implementing a system for the withdrawal of certification from the Corporation's certified transportation professionals when it is determined that such certification was obtained or continued through fraud, misrepresentation, or violation of one or more of the CERTIFICATION BOARD'S requirements, or that a criminal or ethical violation established by competent authority and brought to the attention of the CERTIFICATION BOARD does, in the sole judgment of the CERTIFICATION BOARD, render the holder unsuited to hold the Corporation's certification;
- (5) To acquire, develop, disseminate, and preserve information relative to the functions and accomplishments of the CORPORATION;
- (6) To perform other activities the CERTIFICATION BOARD may approve that, so long as the activities are for purposes described by Title 26 USC 501(c)(3) and are in compliance with other statutes of the U.S. Government and the District of Columbia.

ARTICLE III. THE CERTIFICATION BOARD

Section 1. Composition

The CERTIFICATION BOARD shall consist of twelve (12) voting Directors and one ex-officio. The Five Discipline Directors and Seven Organization Directors shall be elected to three-year terms, not to exceed two consecutive terms. The Chair, Vice Chair and Immediate Past Chair will continue to serve on the Certification Board to fulfill their officer terms, (typically two-year terms). Any remaining term of a newly-elected Vice Chair will be filled by an individual either appointed by the Certification Board or elected by the certificants as determined by the type of Board position.

Director

- i) Five Directors, who shall be certified transportation professionals ("Discipline Directors") elected as provided in Article III, Section 3.
- ii) Seven Directors (One Public and Six Organization Directors of whom one shall be appointed by the Institute of Transportation Engineers) who shall be selected by the CERTIFICATION BOARD as provided in Article III, Section 4.

- iii) Three of the above named Directors, shall be the Chair, Vice Chair and Immediate Past Chair and may be either a Discipline Director by election or an Organizational Director by appointment.
- lii The TPCB Executive Director who shall serve as a non-voting *ex-officio* Director.

All Directors other than the Executive Director shall have the right to vote on all CORPORATION matters.

The majority of the CERTIFICATION BOARD shall be current certificants of the active TPCB certification programs.

Section 2. Qualifications for Discipline Directors

Any transportation professional holding a certification of the CERTIFICATION BOARD (Certificant) and in good standing shall be eligible for nomination and election as a Discipline Director provided that she/he:

- i) Has been certified as a transportation professional for at least one (1) year prior to nomination; and
- ii) Does not hold any employment or organizational position that the Certification Board, in its sole discretion, determines to be a conflict of interest." iii)

A current ITE Board member is not eligible to serve on the TCPB Board.

Section 3. Terms of Office, Nomination, and Election of Discipline Directors

Discipline Directors shall be elected by a majority of Certificants that vote in the election. All Certificants who are in good standing 60 days prior to the election are considered eligible to vote.

Nomination for election to any open term as Discipline Director may be made in writing to the Chair or Executive Director by any Director or any certified transportation professional on a schedule to be determined by the Board. Nominees shall be Certificants in good standing, and shall provide a statement of consent to hold office.

The Nominations Committee (Article X. Section1) shall confirm eligibility and develop a slate of nominees to be balloted.

There shall be at least one Discipline Director for each of the current certificants of the active TPCB Certification programs.

An elected Discipline Director shall serve for a three-year term beginning January 1st of the year after their election; and may serve until his/her successor is appointed. A Discipline Director shall be eligible for election to the CERTIFICATION BOARD for not more than two (2) consecutive three-year terms. For the purposes of this section, an initial term of at least one and one half years shall be considered a full term.

Vacancies of Discipline Directors, which occur between elections shall be filled for the balance of their unexpired term by an affirmative vote of the majority of voting directors voting at a legally called meeting of the Board of Directors.

Section 4. Public and Organizational Directors

As vacancies exist, Directors shall appoint individuals to fill the following positions on the CERTIFICATION BOARD:

- i) one Public Director; and
- ii) one Organizational Director representing a national or state transportation agency or organization, and
- iii) one Organizational Director representing a local government transportation agency or organization, and
- iv) one Organizational Director representing each of the current certification programs,
- v) one Organizational Director representing the professional transportation in Canada, and vi) one Organizational Director appointed by the Institute of Transportation Engineers.

Any member of the public who is in a position to use the services of a certified transportation professional shall be eligible for appointment as a Public Director. No Public Director shall be a certified transportation professional nor have any professional or supervisory relationship with any other Director.

All Public and Organizational Directors shall be members in good standing in their communities.

The Public and Organizational Directors shall serve for a three-year term beginning January 1st of the year after their appointment, and may serve until his/her successor is appointed.

The Public and Organizational Directors shall be eligible for appointment to the CERTIFICATION BOARD for not more than two (2) consecutive three year terms. For the purposes of this section, an initial term of at least one and one half years shall be considered a full term.

Section 5. Vacancies and Removals

A Director may be removed for good cause, including but not limited to violation of the Certification Board's policies or rules, by an affirmative vote of the majority of voting Directors at any meeting for which notice has been provided that such removal would be an item of business. A vacancy on the CERTIFICATION BOARD shall be filled for the balance of the term thereof by the CERTIFICATION BOARD.

Section 6. Notice

Notice of any meeting of the CERTIFICATION BOARD shall be given at least seven days in advance of the meeting, by notice delivered personally, or by mail or electronic transmission to each Director at her/his address as it appears in the Corporation's records. Any Director may waive his/her notice of a meeting.

Notice of any meeting shall state the items of business to be conducted.

Notice of an election of Directors shall be sent at least 60 days in advance to all Directors and to all certified transportation professionals in good standing at his/her address as it appears in the Corporation's records.

Section 7. Confidentiality and Conflicts of Interest

At the time of consenting to nomination as a Director, each nominee shall sign an agreement stating that, if elected, he/she will not disclose any confidential information of the CORPORATION. Each nominee shall further agree that during service as Director, she/he will fully and promptly disclose to the CERTIFICATION BOARD any existing or potential conflict of interest he/she may have, of a personal, professional, business, or financial nature.

After full disclosure, the CERTIFICATION BOARD shall determine whether or not the Director shall be recused from voting on any matter involving the conflict. Breach of either the confidentiality or conflict of interest agreement shall constitute good cause for a Director's removal from office pursuant to Article III, Section 6 of these Bylaws.

ARTICLE IV. AUTHORITY OF THE CERTIFICATION BOARD

Section 1. Authority and Responsibility

The CERTIFICATION BOARD shall have sole and complete authority, supervision, control, and direction of the affairs of THE CORPORATION, its committees and publications; shall determine its policies and rules and changes therein; shall promote its objectives; may employ an Executive Director and such other employees as it determines; and shall supervise the disbursements of its funds. It may enter into contracts and sue or be sued.

The CERTIFICATION BOARD may adopt such rules and regulations for the conduct of its business as it shall deem advisable, and may, from time to time, delegate or rescind the delegation of certain of its authorities and responsibilities to the Chair, the Executive Director, or others.

The CERTIFICATION BOARD shall prepare an annual statement of the principal accomplishments of the CORPORATION and its financial operations. This statement shall be available to all Directors and certified transportation professionals.

Section 2. Limitations

The CERTIFICATION BOARD shall not waive the requirement of successful completion of a certification examination as a condition of certification nor establish any requirement

for a certification of any individual which is different from the requirements for that certification established for all individuals, except as made necessary by differing national conditions of practice.

No part of the net income of the CORPORATION shall inure to the benefit of or be distributed to any Director, officer, or any other private person as such benefit is determined under 26 USC, with the exception of expenses as described in Section 3 of this Article.

No substantial part of the activities of the CORPORATION shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the CORPORATION shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

The CERTIFICATION BOARD shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, in any period in which it is deemed a private foundation.

The CERTIFICATION BOARD shall adopt policies and procedures that, in its sole judgment, meet all requirements of D.C. and federal law, including the U.S. federal *Americans with Disabilities Act*, and all provisions of the Council on Licensure, Enforcement, and Regulation's (CLEAR's) *Principles of Fairness: An Examination Guide for Credentialing Boards* (February, 1993).

Section 3. Compensation

Directors and officers shall not receive any compensation for their services, but by resolution of the CERTIFICATION BOARD may be reimbursed for the expense of attendance at meetings and other functions of or for the CORPORATION.

Section 4. Indemnification

The CORPORATION shall indemnify all officers, Directors, committee members, and employees of the CORPORATION to the full extent permitted by law, and may purchase insurance for such indemnification to the extent determined from time to time by the CERTIFICATION BOARD.

ARTICLE V. CERTIFICATION BOARD MEETINGS

Section 1. Call of Meetings

Meetings shall be held at least annually at the call of the Chair. The Chair must call a meeting of the CERTIFICATION BOARD upon the written request of six or more voting Directors and the agenda thereof must include the items of business requested by those Directors.

Section 2. Agenda

The Chair shall present an agenda of each meeting to the CERTIFICATION BOARD. Any Director who wishes to place items on the agenda shall so notify the Chair who shall put the inclusion of that item to a vote of the CERTIFICATION BOARD.

Section 3. Quorum

At all meetings of the CERTIFICATION BOARD, a quorum shall consist of seven voting Directors. All actions of the CERTIFICATION BOARD shall be taken by affirmative vote of the majority of voting Directors present.

Section 4. Voting

At all meetings or recess actions of the CERTIFICATION BOARD, Directors may participate and vote by telephone or other electronic means or by mail. Actions taken by mail or electronic means shall be valid actions of the CERTIFICATION BOARD and shall be reported at the next regular meeting of the CERTIFICATION BOARD and recorded in the minutes thereof.

Section 5. Rules of Order

The CERTIFICATION BOARD may establish rules of order for the conduct of its meetings. Where no applicable rule has been so adopted, the rules of order in the current edition of Robert's Rules of Order, Revised shall govern.

Section 6. Minutes

A written record shall be maintained of attendance and all actions taken at CERTIFICATION BOARD meetings or by the CERTIFICATION BOARD at other times.

ARTICLE VI. ANNUAL BUSINESS MEETING

Section 1. Annual Business Meeting

The Chair of the CERTIFICATION BOARD shall call an Annual Business Meeting of the CORPORATION in each calendar year at a place and time determined by the CERTIFICATION BOARD.

Section 2. Agenda

The agenda of each Annual Business Meeting shall include reports of the officers on the activities and finances of the CORPORATION, and such other business as may be brought before the CORPORATION.

Section 3. Voting

A quorum shall consist of all Directors and all certificants participating in person or by proxy and all actions shall be taken by a plurality thereof.

Section 4. Rules of Order

The CERTIFICATION BOARD may establish rules of order for the conduct of Annual Business Meetings. Where no applicable rule has been so adopted, the rules of order in the current edition of *Robert's Rules of Order*, Revised shall govern.

Section 5. Minutes

A written record shall be maintained of attendance and all actions taken at Annual Business Meetings.

ARTICLE VII. OFFICERS

Section 1. Officers

The officers of the CORPORATION shall be a Chair and Vice Chair who shall be elected, typically for a term of two years, by the affirmative vote of the majority of voting Directors voting at a meeting for which notice of such election had been given, and a Secretary-Treasurer who shall be the Executive Director. The Immediate Past Chair shall also serve as an officer of the Corporation for a period of two years. This group, in addition to the Executive Director shall constitute the Executive Committee.

Section 2. Election, Qualification, and Terms of Office

The officers of the CORPORATION shall be elected from among the Directors and each shall continue to serve as an officer only as long as she/he continues to serve as a Director. Once an individual becomes elected as the Vice Chair, they will fulfill the elected terms as vice chair, chair and immediate past chair. Any remaining Director term when elected, will be filled by an individual either appointed by the Certification Board or elected by the certificants depending upon the type of Directorship.

All Directors shall be eligible to serve as Chair or Vice Chair except the Executive Director, who shall serve as Secretary-Treasurer. The Vice Chair is intended to succeed to the Chair position. To be considered for the Vice Chair Position, candidates must have fulfilled at least one full year of service on the TPCB Board and may not be in their 5th year of service on the TPCB Board.

The Executive Director shall supervise officer elections.

Officers shall be elected by secret ballot.

The terms of office shall commence on January 1st of the year following the meeting at which elected and be held for a three year period or at the end of their term whichever comes first.

Officers may be elected to fill a vacant position for a full or partial term by any method described in Article V, Section 4.

Section 3. Officer Nominations

Any Director may make nomination of candidates for the CORPORATION officers at any time prior to commencement of the election and such name shall be put up for election upon the consent of the nominee.

Section 4. Duties of Officers

The duties of the officers shall be those usually attached to such offices, and in addition thereto, the CERTIFICATION BOARD may designate such further duties from time to time.

Section 5. Bonding of Officers and Employees

Officers and employees shall be bonded at the discretion of the CERTIFICATION BOARD.

ARTICLE VIII. EXECUTIVE STAFF

Section 1. Appointment of an Executive Director

The CERTIFICATION BOARD may employ a salaried executive who shall have the title of Executive Director and whose conditions of employment the CERTIFICATION BOARD shall specify and who shall serve at the pleasure of the CERTIFICATION BOARD.

Section 2. Authority and Responsibility

The Executive Director, as chief executive officer of the CERTIFICATION BOARD, shall manage and direct all operational and administrative activities of the CORPORATION, including but not limited to the execution of contracts, management of office operations, development of certification information, liaison to other associations, and other activities, all subject to policies and procedures established by the CERTIFICATION BOARD.

The Executive Director shall serve without vote as an ex-officio member of the CERTIFICATION BOARD. Unless otherwise specified in these Bylaws, the Executive Director shall serve as an ex-officio member of all CERTIFICATION BOARD committees, councils, and task forces.

ARTICLE IX. FINANCE

Section 1. Budget

The CERTIFICATION BOARD shall adopt an annual operating budget covering all activities of the CERTIFICATION BOARD.

Section 2. Budget and Finance Committee

The Budget and Finance Committee shall consist of the Chair, Vice Chair, the Executive Director, and two other Directors appointed by the Chair. The Vice Chair shall chair the committee and the Executive Director shall serve as secretary.

The Budget and Finance Committee shall prepare the annual budget for consideration by the CERTIFICATION BOARD.

The Budget and Finance committee shall monitor the financial affairs of the CERTIFICATION BOARD, make recommendations to the CERTIFICATION BOARD, and perform other duties as the CERTIFICATION BOARD may determine from time to time.

ARTICLE X. COMMITTEES

Section 1. Committees

The CERTIFICATION BOARD may establish, and the Chair appoint, members and chairs of committees, task forces, councils, and other groups to assist in carrying out the purposes and activities of the CERTIFICATION BOARD.

Nominations Committee. The Nominations Committee shall be a standing committee of the CERTIFICATION BOARD, and shall consist of three (3) members appointed by the Chair. Members may be members of the Board, or other Certificants in good standing. Duties of the Committee are described in Article III Section 3.

Section 2. Membership and Chairs

It is not required that the membership of such groups be made up of certified transportation professionals nor that the chairs of such groups be Directors.

Section 3. Supervision

The Executive Director shall monitor actions of CERTIFICATION BOARD committees and other groups and shall recommend to the CERTIFICATION BOARD on a regular basis the creation, dissolution, and consolidation of these groups.

ARTICLE XI. AMENDMENTS TO BYLAWS

Any Director may propose amendments to, or repeals of, elements of these Bylaws. Amendments to, or repeals of, elements of these Bylaws shall be adopted by the CERTIFICATION BOARD after approval by vote of the CERTIFICATION BOARD at an Annual Business Meeting, any meeting of the CERTIFICATION BOARD, or by mail ballot provided that: (1) written notice of proposed Bylaw changes has been sent to the Executive Director for receipt not less than 30 days prior to such meeting, and (2) the Executive Director has distributed the proposed changes to each Director for receipt not less than 15 days prior to the meeting at which the proposed changes are considered by the CERTIFICATION BOARD. Ballots and voting are permitted by all means permitted by law including, but not limited to, in person or by mail, facsimile, e-mail, or via an electronic voting service.

