

# Bylaws

## COUNCIL OF UNIVERSITY TRANSPORTATION CENTERS (CUTC)

### **Article I**

#### **Name**

The organization shall be known as the Council of University Transportation Centers (CUTC). CUTC is a not-for-profit corporation chartered in the State of Tennessee, June 4, 1982, and amended August 7, 1987.

### **Article II**

#### **Purpose**

CUTC desires to strengthen the role of transportation research and its role in education. CUTC recognizes that there are different levels of commitment to transportation research and education within the university and college environment. The type of organizational structure developed by a university to carry out its role in transportation research and education often suggests its level of commitment.

There are many issues that are unique to specific organizational structures within a university. Formally structured transportation research, education and technology transfer centers address issues relative to management, fiscal operations, physical plants, personnel, as well as others, which are often at a different level of concern from the issues experienced by individual faculty members. The ability to adequately address these issues within a university has a direct impact upon research, education and technology transfer activities conducted by a given center.

CUTC also recognizes that there are units of varying size and number within a university that may participate in transportation research and education; for example, academic departments organized by discipline. CUTC supports all transportation research and education by units other than formal centers; however, memberships in CUTC is limited to formal centers. While CUTC fully recognizes that the missions of various units conducting transportation research and education in universities may be similar to that of formal centers, centers that engage in research, education, and technology transfer have unique roles and interests.

Therefore, in order to accommodate the diversity of interests in transportation research and education at universities and at the same time promote the role of formal centers, CUTC maintains two divisions of membership (i.e., Members and Provisional Members, as defined in Article III, Membership) that represent in general the different levels of commitment to transportation programs by a university.

CUTC is organized to exchange information on the various issues confronting the centers in their respective universities and to provide a resource to universities aspiring to increase their role in transportation research, education and technology transfer. CUTC desires to develop positions on policies or other activities that would have an impact upon the role of transportation centers in universities.

The basic purposes of CUTC are to:

- A. improve and enhance research and education in transportation and related areas,
- B. provide a means by which problems common to transportation centers in universities can be discussed and clarified,
- C. provide a mechanism for the joint consideration of problems of research methodology and the availability of data,
- D. provide a medium through which transportation research and education may be enhanced and where information and opinions on problems emerging in transportation can be expeditiously exchanged,
- E. provide a forum for better integrating and coordinating research with academic education, training and technology transfer, and
- F. provide for meetings of CUTC for the discussion of those problems typically faced by the membership, both with respect to the subject matters of research, education and technology transfer and with respect to problems of administration.

### **Article III**

#### **Membership**

Any organized center, institute, division, unit, or specifically identifiable organization devoted to transportation research, education and technology transfer, which is an integral part of a university or four-year college, may apply for membership in CUTC on behalf of the university, college or the entity itself (if the autonomous entity is associated with one of the foregoing entities). (Note, when "Membership" is capitalized it refers to the Member category of membership. When it is not capitalized, it is generic.) In all cases but the last, the "member" is the university or college. In the latter case the "member" is the entity. Each university accepted for membership shall designate an individual as its representative with an endorsement from a senior university administrator. A university may hold membership through only one organizational structure.

To qualify for Membership in the Division of Members, an organization shall show evidence of the following:

- A. It shall be an identifiable administrative organization of a department, college, university or university system that indicates a serious commitment to transportation research, education and technology transfer.
- B. It shall have a director (or equivalent) who devotes at least part time to the work of the organization.
- C. It shall have at least two other faculty or senior professional staff engaged in the conduct of transportation research, education and technology transfer.
- D. There must be evidence of a statement of purpose, proposal or strategic plan for this organization.
- E. It must provide for a continuing program with ongoing financing.

Any member that ceases to meet the criteria for membership shall be subject to review by the Executive Committee. Upon recommendation of the Executive Committee, the organization's membership may be terminated by vote of the Membership.

An applicant that does not meet all of the criteria for Membership may be admitted as a Provisional Member, upon the recommendation of the Membership Committee, subject to vote

of the Members. A Provisional Member must qualify for regular admission within three years of the date of provisional admission. Provisional Members shall have the same rights and duties as Members, except the privileges of voting and of serving on the Membership Committee, Nominating Committee, and the Executive Committee (which includes officer positions).

A Provisional Member may apply for Membership by submitting to the Membership Committee complete documentation showing that it meets the criteria for Membership.

A complete application should be received by the Membership Committee no later than 45 days before a scheduled meeting of CUTC in order for that application to be acted upon at said meeting.

## **Article IV**

### **Meetings**

CUTC shall hold two meetings per calendar year for the membership. One meeting will be held in the summer of each year (identified as the "Annual Meeting"); a subsequent meeting may be held during the winter months. Unless stipulated to the contrary by the membership, the meetings of CUTC shall be conducted under the most recent edition of ROBERT'S RULES OF ORDER.

## **Article V**

### **Officers, Duties of Officers, Officer Elections**

#### ***V.1 Officers***

- A. The officers of CUTC shall be a president, a vice-president, a secretary, and a treasurer elected for terms of one year or until the next Annual Meeting. The officers shall be chosen from the Division of Members.
- B. If the office of the president becomes vacant, the vice-president shall become president for the remainder of the term. The Executive Committee shall appoint a new vice-president who shall hold office for the remainder of the term. Any and all other elected or appointed vacancies shall be filled by appointment by the president and the appointee shall serve for the remainder of the vacated term.
- C. CUTC may choose, by a majority vote of the Division of Members, to designate an agent to perform administrative duties associated with the conduct of the duties of secretary and/or treasurer, and other functions.
- D. The CUTC Executive Committee, by majority vote, may terminate the appointment of a specific agent.

#### ***V.2 Duties of Officers***

- A. The president shall act as the chief executive officer of the organization, shall be responsible for ensuring that the affairs of the organization are properly attended to, and shall bring to the attention of the membership all matters affecting the operation and well-being of the organization. The president will appoint committees subject to the approval of the Executive Committee and is an ex-officio member of all standing and special committees.

- B. The vice-president shall assist the president in the administration of the organization.
- C. The secretary, with the assistance of any designated agent of CUTC, shall be responsible for minutes of the business sessions of all CUTC meetings. Copies of all meeting minutes will be provided to all CUTC members. The outgoing secretary will be responsible for the minutes of the Annual Meeting, including the Executive Committee.
- D. The treasurer shall provide fiscal oversight of CUTC's financial affairs. The treasurer, with the assistance of any designated agent of CUTC, will have the responsibility for receiving, managing, and disbursing funds of CUTC. The treasurer shall submit to the membership an annual report on the receipts, expenditures, and the financial condition of CUTC. The treasurer of CUTC or agent shall keep a permanent record of the year-to-date financial statements to be made available upon need by the elected officers and/or the Executive Committee of CUTC.

### ***V.3 Officer Elections***

- A. There shall be elected at each Annual Meeting the officers of CUTC and two (or more) members at large for the Executive Committee (see Article VI). At least 60 days prior to the Annual Meeting, the president shall appoint a Nominating Committee, and its chair will be named by the president, which shall nominate the officers of CUTC and (at least) two Members at large for the Executive Committee from the Division of Members. The Committee shall report the names of such nominees to the secretary at least 40 days prior to the Annual Meeting. The secretary shall report the names to the membership not later than 30 days prior to the Annual Meeting. Any group of five or more Members of CUTC, shall have the privilege of making additional nominations in writing to the secretary not later than 10 days prior to the Annual Meeting. The secretary shall prepare the official ballot, showing separately those nominated by the Nominating Committee, and submit it at the Annual Meeting for vote of the Members.
- B. The officers shall be elected at the Annual Meeting and assume office at the end of the Annual Meeting.
- C. No person having been elected to an office may be reelected to that office unless a period of two years has expired since holding the office.

## **Article VI**

### **Standing Committees**

- A. Executive Committee. The Executive Committee shall consist of all elected officers, the immediate past president, and six Members elected at large from the Division of Members. The Members at large will be elected for a three-year period. It is intended that these Members have staggered terms to provide for continuity. Thus, each year, two Members from the Division of Members (elected by the Division of Members) will normally be elected to the Executive Committee, plus filling any vacancy on the Executive Committee. The president shall serve as chairperson. The Executive Committee shall select the site for CUTC meetings and shall aid the president in planning the agenda for business sessions. Also, it shall provide for an annual audit of the financial records. The Executive Committee shall be available to aid the president in the general administration of the affairs of CUTC and to act for the Membership in an emergency or unusual circumstance.
- B. Nominating Committee. The Nominating Committee shall prepare a slate of nominees for all offices and Executive Committee Membership to be filled by election as set forth in Article IV. The Nominating Committee shall be appointed by the president and shall

- be chosen from the Division of Members.
- C. Membership Committee. The Membership Committee shall review the applications of prospective members and make appropriate recommendations to the Membership. The Membership Committee shall be appointed by the president, and shall consist of three Members chosen from the Division of Members.
  - D. Federally Sponsored Centers Committee. The mission of the Federally Sponsored Centers Committee is to serve as the point of contact for activities required of transportation centers by sponsoring federal agencies, and to accommodate those activities within CUTC's normal activities, to the extent consistent with the purposes of CUTC.  
This committee is open to any member of CUTC with an interest in federally funded transportation centers. The Chair shall be appointed by the President of CUTC and shall be a representative of a federally sponsored center (which may or may not be receiving federal funding at the time of appointment).
  - E. Finance Standing Committee (FSC).

Section 1 - Membership: The CUTC Treasurer shall serve as the Chair of the FSC and shall be joined by not less than two and not more than four CUTC members of which at least 1/2 shall be members of the CUTC Executive Committee. The appointments shall be made annually by the CUTC President.

Section 2 - Meetings: The FSC shall meet no less than twice per year and may do so telephonically. A quorum shall consist of a simple majority of the appointed members.

Section 3 - Responsibilities: The FSC shall have the following responsibilities:

1) Procedures: The FSC shall develop and periodically update written fiscal guidelines that shall include but not be limited to the following;

a) define the fiscal responsibilities of the CUTC Executive Committee, the CUTC Treasurer, the ARTBA staff assigned to CUTC and other individuals and organizations that relate to fiscal wellbeing of CUTC;

b) establish fiscal operational parameters such as the amount of reserves that are appropriate, whether an annual audit is necessary and, if so, the procedures for selecting the auditor and for what period of time; the need for and, if so, the procedure for accomplishing a multi-year revenue and expenditure forecast;

c) what information shall be reported to the Executive Committee and Membership, with what frequency and by what method;

d) the periodic review and approval of the signature authority, and levels to which those pertain, for CUTC asset distribution;

e) action required to create debt, if any, and with what limits;

f) the types and levels of insurance required to protect CUTC generally and the Executive Committee members specifically;

g) procedures for annual tax and corporate filings including the 1099 for award stipends;

h) any other fiscal procedures that are determined to be necessary. These written fiscal procedures shall be reviewed by the FSC and approved by the CUTC Executive Committee annually.

2) Annual budget: With the assistance of the ARTBA staff and with input from the incoming President and Treasurer, the FSC shall develop an annual budget which shall be recommend to the Executive Committee at the annual meeting. The Treasurer, with the assistance of the FSC and ARTBA staff, shall manage the annual budget. As part of the budget management duties, the FSC shall review and recommend action to the Executive Committee regarding unbudgeted expenditure requests.

3) Fundraising Events: With the assistance of the ARTBA staff, FSC shall develop and maintain a list of prior and potential donors to the CUTC fundraising efforts (e.g. the January annual banquet in recent years). In addition, FSC shall guide the CUTC Executive Committee and membership in obtaining sponsorships for these fundraising efforts and shall assure that all donations are properly deposited and the donors appropriately recognized.

4) As Assigned: FSC shall perform other fiscally-related duties as assigned by the CUTC President.

## **Article VII**

### **Dues, Fees and Assessments**

The expenses of the organization shall be defrayed by equal annual assessment of the membership, which will be determined at an Annual Meeting of the membership. A majority vote of CUTC members present and voting at the Annual Meeting shall establish the annual assessment, such assessment to remain in effect until changed at a subsequent Annual Meeting.

Each member shall pay annual dues as established by CUTC. The amount shall become due and payable on July 1 of each year. Failure of any member to pay dues and any arrears within one year of the date of invoice will result in that member's membership privileges being suspended, such suspension to continue until payment is made. Failure of any suspended member to pay all amounts due within six months of the date of suspension will result in that member being dropped from membership.

In the event of termination of a member for any reason, voluntary or not voluntary, no refund of any dues paid shall be made by CUTC.

## **Article VIII**

### **Dissolution**

Dissolution of the Corporation shall be in accordance with Section 48-1007, Articles of Dissolution, Tennessee Code Annotated. Further, the assets shall be transferred or conveyed to one or more domestic corporations, societies, or organizations which are not for profit and which are engaged in affairs substantially similar to those of the Corporation, as designated by the Executive Committee.

## **Article IX**

## **Amendments**

Bylaws for CUTC may be amended by a majority vote of the Division of Members qualified to vote and present at a regularly scheduled meeting. Proposed amendments to the Bylaws will be prepared by the Executive Committee and cannot be acted upon at any meeting unless those voting Members attending the meeting have received copies of the proposals 7 days before the meeting, or unless those voting Members attending the meeting give unanimous approval for the consideration of the proposals.

Amendments to the Bylaws may also be proposed in writing to the Executive Committee by not less than 50 percent of the Members having voting rights at such time. If the Executive Committee shall decline to adopt such amendment to the Bylaws, it shall cause the proposed amendment to be submitted to a vote of the eligible voting Members at the next meeting of the members held more than 60 days following the action of the Executive Committee. The secretary will include such proposed amendment in the notice of meeting sent to each member.

[Copyright statement and legal notices](#)

[Contact the webmaster](#) with comments, suggestions, and queries.