

**BYLAWS**  
**OF**  
**ASSOCIATION OF TRANSPORTATION LAW PROFESSIONALS, INC.**

**ARTICLE I**  
**MEMBERS**

**Section 1. Designation of Members; Application Process.** A Member of the Corporation must meet the qualifications of one of the classes of membership set forth in this Article I, Section 1.

Category One. Category One members consist of any attorney at law duly licensed to practice law in any jurisdiction, domestic or foreign, and any other person who has been certified by an examination found by the Executive Committee to satisfy proficiency standards of the Corporation, who has submitted an application and has been approved for membership by the Board of Directors.

Category Two. Category Two members consist of the following persons who have submitted an application and have been approved for membership by the Board of Directors:

(A) Any person who (i) participates either in law, procedure or policy matters before an agency regulating transportation or in legal, management or policy matters in the field of transportation and/or logistics, and (ii) who meets one of the following three requirements:

(1) has completed two years (60 semester hours or 90 quarter hours) of post-secondary education and possesses technical knowledge, training, or experience in the field of transportation or logistics or both which is regarded by the Association as the equivalent of two additional years of college education;

(2) has received a bachelor's degree with at least 12 semester hours or 18 quarter hours in transportation, logistics or business; or

(3) is participating in legal, management, or policy matters in the field of transportation; and

(B) Any person who is a member of the faculty of a post-secondary educational institution on a substantially full time basis and whose field of instruction includes transportation, logistics, or related subject matters.

Category Three. Category Three members consist of any person who is a student and submits a statement of interest in transportation law, regulation, or procedure and is approved for membership by the Board of Directors.

Charter Life Member. Charter Life members consist of any person who was a Charter Member of any predecessor association of the Corporation, and anyone who has been a member in good standing of the Corporation or any predecessor association for a total of over 30 years.

Regulatory Agency Member. Regulatory Agency members consist of any member of an agency of the federal government or of the several States and the District of Columbia regulating transportation and who has submitted an application and has been approved for membership by the Board of Directors.

Honorary Member. Honorary members consist of, *ex officio*, any member of the Surface Transportation Board, the Federal Maritime Commission, the Federal Highway Administration, and the Secretary of Transportation.

Individuals meeting the qualifications for a category of membership above and desiring to become a member of the Corporation shall file a written application for membership with the Executive Director. An applicant may become a member of the Corporation only upon approval of the membership by the Board of Directors, and payment of membership dues as may be established by the Board of Directors from time to time.

Charter Life Members and Honorary Members need not complete the application process.

**Section 2. Annual Meeting.** The annual meeting of Members shall take place at such time as the Board of Directors or the President shall determine. The purpose of the annual meeting shall be to elect the Directors, President and other officers of the Corporation; to receive the reports of officers and committees of the Board of Directors, if any; and to transact such other business as may properly come before the meeting.

**Section 3. Special Meetings.** A special meeting of the Members may be called at any time by the President, the Board of Directors, or by a majority of the Members. Special meetings shall be held at the principal office of the Corporation or, at such place within or without the State of Maryland, the District of Columbia, or the Commonwealth of Virginia as the President or the Board of Directors shall determine.

**Section 4. Notice of Meetings.** Not less than ten (10) nor more than thirty (30) days before the date fixed for a meeting of Members, written or electronic notice stating the date, time, place, means of remote communication equipment, if any, by which Members may be deemed to be present in person, and, in the case of a special meeting, purposes of the meeting shall be given by the Secretary to each Member entitled to vote and to notice of the meeting. The notice shall be given by personal delivery, mailed to the Member at the Member's address as it appears on the Corporate records, or transmitted by an electronic transmission to the address or number at which the Member receives electronic transmissions.

**Section 5. Quorum.** The presence of twenty-five Members, in person, by proxy or by means of remote communication equipment, shall constitute a quorum for the transaction of business at such meeting; provided, however, that no action required by law or by the Articles of Incorporation or these Bylaws to be authorized or taken by a designated proportion or number of Members may be authorized or taken by a lesser proportion or number.

**Section 6. Waiver of Notice.** Notice of the time, place, and purposes of any meeting of the Members may be waived in writing either before or after the holding of the meeting. The attendance of any Member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by the Member of notice of the meeting.

**Section 7. Voting Rights of Members.** Each Member shall be entitled to one vote upon any matter properly submitted to the Members for their vote and no Member shall have veto power. Notwithstanding any provision of the Maryland General Corporation Law or the Maryland Nonstock Corporation Law now or hereafter in force requiring the vote or consent of the Members of the Corporation for the authorization or taking of any action, such action may be authorized or taken only by a majority of the Members present at a meeting at which a quorum is present, unless otherwise expressly required by law, the Articles of Incorporation, or these Bylaws.

**Section 8. Voting by Mail.** Except as may be otherwise provided by law or by the Articles of Incorporation, the voting upon all matters required or permitted to be voted upon by the Members may, with the authorization of the Board of Directors, be conducted by mail, with the same effect as voting at elections and upon other matters at a meeting of the Members duly called and held and at which a quorum of the Members is present.

**Section 9. Informal Action.** Any action which may be authorized or taken at a meeting of the Members may be authorized or taken without a meeting with the affirmative vote and approval of, and in a signed writing or by electronic transmission, by all of the Members, which shall be filed in paper or electronic form upon the records of the Corporation.

**Section 10. Meetings by Means of Remote Communication.** Meetings of the Members may be held through the use of any telephone or other remote communication equipment if all persons participating can hear each other and communicate contemporaneously with each other. Participation in a meeting pursuant to this Section 10 of Article I shall constitute presence at such meeting.

**Section 11. Organization of Districts and Chapters.** Up to five geographically-based districts of Members may be established by the Board or Directors from time to time, with their number and composition determined from time to time by the Board. Members may, at their own risk and expense, organize and maintain local chapters that may use the name of the Corporation on terms and conditions established from time to time by the Board.

## **ARTICLE II** **DIRECTORS**

**Section 1. Authority and Duties.** The Board of Directors shall have general supervision and charge of the property, affairs, and finances of the Corporation.

**Section 2. Number, Term of Office, Election, Qualifications, and Removal of Directors.** The number of Directors shall be fixed from time to time by the Board of Directors and shall be no less than seven (7). The voting members of the Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer, and one to five Vice Presidents, as elected

by the Members. The two immediately preceding Presidents shall also be voting members of the Board of Directors, or if one or more shall be unavailable, his, her or their immediate predecessor or predecessors. The Executive Director and the Editor in Chief shall be nonvoting members of the Board of Directors and shall not be counted for voting or quorum purposes.

The President from time to time at his or her sole discretion may appoint Ex Officio Directors of the Corporation to serve a term determined by the President, not to exceed the President's term. Ex Officio Directors shall be those individuals the Board of Directors determines possess experience, resources, or expertise significant to the Corporation's activities or endeavors. Ex Officio Directors are entitled to receive notice of and may attend meetings of the Board of Directors, but shall not be counted for voting or quorum purposes. The term "Directors" when used in connection with meetings or proceedings of the Corporation shall not be interpreted to refer to Ex Officio Directors.

Any Director at any time may be removed from office for any cause deemed sufficient by the Members, by majority vote of the full number of Members acting at a meeting of the Members. Vacancies on the Board of Directors caused by death, resignation, removal from office, or any other cause other than the expiration of a term shall be filled by majority vote of the Directors then in office for the unexpired portion of the term.

**Section 3. Annual Meeting.** The annual meeting of the Board of Directors shall take place at such time and on such date each year as the Board of Directors or the President shall determine, at the principal offices of the Corporation or at such other place within or without the State of Maryland as the Board of Directors or the President shall determine.

**Section 4. Regular Meetings.** Regular meetings of the Board of Directors shall be held on such dates and at such times as the Board of Directors or the President shall determine. Regular meetings shall be held at the principal offices of the Corporation or at such other place within or without the State of Maryland as the Board of Directors or the President shall determine. The purposes of regular meetings of the Board of Directors shall be to consider and act upon any matters which are proper subjects for action by the Board of Directors.

**Section 5. Special Meetings.** The President or a majority of the Directors in office may call a special meeting of the Board of Directors, to be held at any time at the principal offices of the Corporation or at such other place within or without the State of Maryland as the Board of Directors or the President shall determine. A special meeting may be held for any purpose which would be a proper purpose of a regular meeting.

**Section 6. Notice of Meetings.** Not less than ten days before the date fixed for an annual or regular meeting of Directors, or two days in the case of a special meeting, written notice stating the date, time, place, and, in the case of a special meeting, the purposes of the meeting shall be given by or at the direction of the President or the Directors calling the meeting. The notice shall be given by personal delivery, mail, or electronic transmission.

**Section 7. Quorum.** The Directors present at any meeting of the Board of Directors, but not less than a majority of the total number of Directors, shall constitute a quorum for the transaction of business at any such meeting; provided, however, that no action required

by law or by the Articles of Incorporation or these Bylaws to be authorized or taken by a designated proportion or number of Directors may be authorized or taken by a lesser proportion or number.

**Section 8. Voting Rights of Directors.** Except as provided otherwise with respect to Honorary and Ex-Officio Directors, each Director shall be entitled to one vote upon any matter properly submitted to the Directors for their vote and no Director shall have veto power. Notwithstanding any provision of the Maryland General Corporation Law or the Maryland Nonstock Corporation Law now or hereafter in force requiring the vote or consent of the Directors of the Corporation for the authorization or taking of any action, such action may be authorized or taken only by a majority vote or consent of the Directors present at the meeting, unless otherwise expressly required by law, the Articles of Incorporation, or these Bylaws.

**Section 9. Waiver of Notice.** Notice of the time, place, and purposes of any meeting of the Board of Directors may be waived in writing either before or after the holding of the meeting. The attendance of any Director at any meeting (or participation at a meeting held through the use of telephone or other remote communication equipment) without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by the Director of notice of the meeting.

**Section 10. Informal Action.** Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting with the affirmative vote and approval of, and in a signed writing or by electronic transmission, by all of the Directors, which shall be filed in paper or electronic form upon the records of the Corporation.

**Section 11. Meetings by Means of Remote Communication.** Meetings of the Directors may be held through the use of any telephone or other remote communication equipment if all persons participating can hear each other and communicate contemporaneously with each other. Participation in a meeting pursuant to this Section 11 of Article II shall constitute presence at such meeting.

**Section 12. Policies of the Corporation.** Any policy position of the Corporation or letter of support or opposition shall be submitted to the entire Board of Directors for approval prior to being issued or mailed. Any such writing may be adopted only by unanimous vote of the Board members in attendance at the meeting at which the matter is considered.

### **ARTICLE III** **BOARD COMMITTEES**

**Section 1. Formation of Committees; Power of Committees.** The Board of Directors from time to time may elect or appoint committees comprised of a portion of its members. The committees shall serve at the pleasure of the Board of Directors and shall have such authority and perform such duties as from time to time may be determined by the Board of Directors. Any committee of the Board of Directors may act by a majority of its members, and any act or

authorization of any act by a committee of the Board of Directors within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Board of Directors.

**Section 2. Informal Action.** Any action which may be authorized or taken at a meeting of any committee of the Board of Directors may be authorized or taken without a meeting with the affirmative vote and approval of, and in a writing or writings signed by, all of the members of the committee, which writing or writings shall be filed with or entered upon the records of the Corporation.

**Section 3. Committee on Nominations.** A Committee on Nominations shall select and recommend candidates for the elective offices to be filed at the annual meeting. It shall prepare and submit its report in writing so that said report may be distributed to all members of the Association no later than the month next preceding that in which the annual meeting shall be held. After the Committee on Nominations has reported and its report has been distributed, any nine or more Members of the Association shall have the privilege of making additional nominations in writing and filing said nominations with the Secretary of the Corporation, and all such nominations shall be submitted to the annual meeting before the close of the first session of said annual meeting. After nominations are closed, such nominations shall be submitted to the members for their vote. The nominees for offices receiving the highest number of votes shall be elected as officers for the ensuing year. Category Two or Category Three members collectively shall not constitute a majority of this Committee. No member of the Committee on Nominations shall serve for two consecutive years. In selecting and recommending nominees, the Committee on Nominations shall give, as far as practicable, recognition to the geographic distribution of the Members.

#### **ARTICLE IV** **OFFICERS**

**Section 1. Election and Designation of Officers.** At the annual meeting, the Members shall elect a President, a President-Elect, the Vice Presidents whose terms expire at the annual meeting, a Secretary, and a Treasurer, and may elect such other officers as the Members may deem necessary or desirable. Any person may hold more than one office in the Corporation but may not serve concurrently as any two of the following offices: President, President-Elect, Vice President, and Treasurer. No officer shall execute, acknowledge, or verify any instrument in more than one capacity, if the instrument is required to be executed, acknowledged, or verified by two or more officers. The Board may from time to time assign Vice Presidents responsibility for any districts of the Corporation that may be established by the Board. The President-Elect serving during the current year ending with the next annual meeting, shall succeed to office of President for the ensuing year. In the event the office of President-Elect should become vacant during the current year, the Membership at the next annual meeting shall also elect the President for the ensuing year under nominating procedures prescribed in the Bylaws.

**Section 2. Term of Office; Vacancies.** The officers of the Corporation shall hold office until the next annual meeting of the Members and until their successors are elected, except in case of resignation, removal from office, or death. The Members may remove any officer at any time by a majority vote of the Members. All officers elected by the Members shall serve for one year, except Vice Presidents who shall serve for two years. The President and

President-Elect shall not be eligible for immediate reelection to their respective offices. Vice Presidents shall not serve more than two consecutive terms of two years each.

**Section 3. President.** The President shall preside at all meetings of the Members and of the Board of Directors. Subject to directions of the Board of Directors, the President shall have general supervision over the affairs of the Corporation. The President may execute all authorized deeds, mortgages, contracts, and other obligations in the name of the Corporation and shall have such other authority and shall perform such other duties as may be determined by the Board of Directors.

**Section 4. President-Elect.** The President-Elect shall discharge the duties of the President in the event of the President's absence or disability and shall perform such other duties as the Board of Directors shall assign. In the event the office of President should become vacant during the current year, the President-Elect shall discharge the duties of the President for the remainder of the year ending with the annual meeting and shall succeed to the office of President for the ensuing year pursuant to Article IV, Section 2.

**Section 5. Vice President.** The Vice Presidents shall give publicity to the work of the Corporation, shall do all in their power to promote Chapters and the interests of the organization, and call to the attention of the President any matters which in their opinions affect or may promote the interest of the Corporation, and shall perform such other duties as the Board of Directors shall assign

**Section 6. Secretary.** The Secretary shall keep the minutes of meetings of the Members and of the Board of Directors. The Secretary shall keep or cause to be kept such books as may be required by the Board of Directors, shall give or cause to be given notices of the meetings of the Members and of the Board of Directors required by law, or by these Bylaws, or otherwise, and shall have such authority and shall perform such other duties as may be determined by the Board of Directors.

**Section 7. Treasurer.** The Treasurer shall cause to be kept, under the Treasurer's supervision, accurate financial accounts and shall hold the same open for inspection and examination by the Directors, shall prepare or cause to be prepared a full report concerning the finances of the Corporation to be presented at each annual organization meeting of the Members, and shall have such authority and shall perform such other duties as may be determined by the Board of Directors.

**Section 8. Executive Director.** The Executive Director shall be appointed by the Board of Directors to hold office at the pleasure of the Board of Directors. The Executive Director need not be a Member of the Corporation.

**Section 9. Other Officers.** The other officers, if any, whom the Members may elect shall have such authority and perform such duties as may be determined by the Board of Directors.

**Section 10. Delegation of Authority and Duties.** The Board of Directors is authorized to delegate the authority and duties of any officer to any other officer and generally to

control the action of the officers and to require the performance of duties in addition to those mentioned herein.

**ARTICLE V**  
**LIMITATION OF LIABILITY IN DAMAGES**  
**AND INDEMNIFICATION**

**Section 1. Limitation of Liability in Damages of a Director.** Other than in connection with an action or suit in which the only liability asserted against a Director is for voting for or assenting to a statutorily proscribed assets distribution or loan (a "Statutorily Proscribed Act"), a Director of the Corporation shall be liable in damages for any action he takes or fails to take as a Director only if it is proved by clear and convincing evidence in a court of competent jurisdiction that his action or failure to act involved an act or omission either undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation.

**Section 2. Third-Party Action Indemnification.** The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, including all appeals (other than an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that he is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, or officer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, trust, or other enterprise, against expenses (including attorneys' fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceeding, unless it is established in a court of competent jurisdiction that his act or omission was material to the matter giving rise to the action and was either committed in bad faith or was the result of active and deliberate dishonesty, or that he actually received an improper personal benefit in money, property, or services, or that, in the case of any criminal action or proceeding, he had reasonable cause to believe his conduct was unlawful; the termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, constitute such proof.

**Section 3. Derivative Action Indemnification.** Other than in connection with an action or suit in which the liability of a Director for voting or assenting to a Statutorily Proscribed Act is the only liability asserted, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit, including all appeals, by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director or officer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of the action or suit established in a court of competent jurisdiction that his act or omission was material to the matter giving rise to the action and was either committed in bad faith or was the result of active and deliberate dishonesty, or that he actually received an improper personal benefit in money,

property, or services, except that the Corporation shall indemnify him to the extent the court in which the action or suit was brought determines upon application that, despite the proof but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

**Section 4. Determinations of Indemnification Rights.** Any indemnification under Section 2 or Section 3 of this Article V (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the trustee, director or officer is proper in the circumstances. The determination shall be made (a) by a majority vote of those Directors who in number constitute a quorum of the Directors and who also were not and are not parties to or threatened with any such action, suit, or proceeding or (b), if such a quorum is not obtainable (or even if obtainable) and a majority of disinterested Directors so directs, in a written opinion by independent legal counsel compensated by the Corporation, or (c) by the court in which the action, suit, or proceeding was brought.

**Section 5. Advances of Expenses.** Unless the action, suit, or proceeding is one in which the liability of a Director for voting for or assenting to a Statutorily Proscribed Act is the only liability asserted, expenses (including attorneys' fees) incurred by the Director or officer of the Corporation in defending any action, suit, or proceeding referred to in Section 2 or 3 of this Article V shall be paid by the Corporation, as they are incurred, in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the Director or officer in which he agrees both (a) to repay the amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that his action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation and (b) to cooperate with the Corporation concerning the action, suit, or proceeding.

**Section 6. Purchase of Insurance.** The Corporation may purchase and maintain insurance or furnish similar protection, including, but not limited to, trust funds, letters of credit, and self-insurance, for or on behalf of any person who is or was a Director, officer, employee, agent, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, agent, or volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provisions of this Article V or of the Maryland General or Nonstock Corporation Law. Insurance may be purchased from or maintained with a person or entity in whom or in which the Corporation has a financial interest.

**Section 7. Heirs; Non-Exclusivity.** The limitation of liability in damages and the indemnification provided by this Article V shall continue as to a person who has ceased to be a trustee, director, or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person and shall not be deemed exclusive of, and shall be in addition to, any other rights granted to a person seeking indemnification as a matter of law or under the Articles of Incorporation, these Bylaws, any agreement, or any insurance purchased by the Corporation, or pursuant to any vote of the Members or disinterested Directors, or by reason of any action by the Board of Directors to take into account amendments to the Maryland General

or Nonstock Corporation Law that expand the authority of the Corporation to indemnify a trustee, director, or officer of the Corporation, or otherwise, both as to action in his official capacity and as to action in another capacity while holding an office or position.

**ARTICLE VI**  
**AMENDMENTS**

These Bylaws of the Corporation may be amended, or new Bylaws may be adopted, by the affirmative vote of a majority of the Members present at a meeting held for that purpose at which a quorum is present or, without a meeting, by the written consent of all of the Members.

**ARTICLE VII**  
**FISCAL YEAR**

The fiscal year of the Corporation shall end on December 31 of each year or on such other date as may be fixed from time to time by the Board of Directors.