



# **NATIONAL DEFENSE TRANSPORTATION ASSOCIATION**

**The Association for Global Logistics and Transportation**

## **BY-LAWS**

**18 October 2022**

# NATIONAL DEFENSE TRANSPORTATION ASSOCIATION

## BY-LAWS

*18 October 2022*

Adopted:

September 25, 1989

Amendments which have been adopted and incorporated into the By-Laws:

Article V	-	September 25, 1993
Article V, Sections 7a, 8	-	October 4, 1999
Article V, Sections 3-6	-	October 5, 2000
Article IX, Section 5	-	October 5, 2000
Article V, Sections 3b, 5,	-	September 23, 2009
6, 8, 9, 10		
Article XI, Section 1		November 2, 2010
Article IX, Sections 2, 4a	-	November 2, 2016

**By-Laws Review and Update 2022**

See: NDTA By-Law Review (2022) Change Summary

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**(To the NDTA By-Laws)**

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**NATIONAL DEFENSE TRANSPORTATION ASSOCIATION**

**BY-LAWS**

**ARTICLE I**

**NAME**

THE MEMBERS of this Association, mindful of the vital importance of our transportation system in peacetime and its significance to the defense of the Free World, its indispensability in the economic development and security of our country, and its impact on energy needs and environmental concerns, associate themselves for active duty in this patriotic, educational and scientific transportation organization, incorporated under the Laws of the United States, the name of which shall be the National Defense Transportation Association.

## ARTICLE II

### PURPOSES

THE PURPOSES of the Association shall be: To do no act or thing prohibited by, or inconsistent with, its status as a non-profit corporation as defined by Section 501 (c) (3) of the Internal Revenue Code of 1954, and the Regulations pertaining thereto, relating to tax exempt corporations;

To do any and all acts and things, not for profit, necessary or useful to the accomplishment of the purposes of the Association including the establishment of a Foundation within the Association for the receipt and use of donations, money and property of every description and the maintenance thereof in a trust or foundation fund, or otherwise;

To provide a common forum to discuss and endorse programs designed to promote transportation preparedness for peacetime needs and the defense of the Free World;

To maintain an awareness among the members of the Association, and to inform the public of the critical importance of safe and effective transportation to the individual, the industry and the national leaders;

To provide active assistance, by study and action, in a non-partisan capacity to appropriate government agencies engaged in peacetime and defense preparedness transportation planning, and to promote recognition of the need for cooperation and support among the public, carrier management and government agencies in operationally effective planning;

To encourage implementation of plans and programs to assure transportation capability in time of emergency;

To provide advisory assistance, upon request, to governmental agencies concerning transportation problems;

To encourage transportation and related industries to make available transportation management and operational personnel for prompt support of appropriate agencies in periods of emergency;

To support, conduct and assist programs of transportation education, science, research and development, among private, industrial, educational and governmental agencies which are designed to foster efficient use of energy, improve the environment, and increase the safety, effectiveness, economy and responsiveness of the transportation industry and allied services of the movement of people and goods during times of peace and defense of the national interest;

To foster a spirit of patriotic goodwill and cooperative endeavor and mutual understanding among its members, industrial, academic and philanthropic entities, the transportation industry, government departments and agencies concerned with transportation;

To support continued reliance on the private enterprise system of ownership and operation of transportation.

### ARTICLE III

#### POLICY

- Section 1. Policies of the Association will be established by the Board of Directors.  
Section 2. This Association is non-commercial, non-profit and politically non-partisan. Neither its name nor its influence may be used directly or indirectly in the interest of any political activity.

### ARTICLE IV

#### MEMBERSHIP

- Section 1. Membership will be the following categories: 1) Individual Member; 2) Corporate; and 3) University, in accordance with standards of eligibility as prescribed herein.  
Section 2. Membership may be revoked by the Board of Directors for conduct inconsistent with the purposes or policies of the Association or prejudicial to the good order and repute of the Association.

### ARTICLE V

#### OFFICERS AND MANAGEMENT

- Section 1. The government of this Association shall be by a Board of Directors and the Membership Assembly.

#### BOARD OF DIRECTORS

- Section 2a. The Board of Directors shall consist of the Chairman of the Board; the Vice Chairman of the Board; the President and CEO; the Chairs of the following standing committees: Military Aviation Advisory Committee (MAAC); Military Sealift; Surface Transportation; Logistics and Distribution; Cybersecurity Best Practices; Government Passenger Travel Advisory Council (GPTAC); Young Leader; Chapter Support and Membership Development; Finance and Audit; Education and Professional Development; NDTA Foundation; and the Chairman and Vice Chairman of the Council of Regional Presidents. Commencing in 1989 and thereafter, all members of the Board shall be elected officers.  
Section 2b. The Board of Directors shall have supervision, control and direction of the affairs of the Association.

#### OFFICER STRUCTURE

- Section 3a. The officer structure shall consist of elective positions and designative positions.

#### THE ELECTIVE POSITIONS

Section 3b. The elective positions shall be:  
**Chairman of the Board**  
**Vice Chairman of the Board**  
**President**  
**Executive Vice President**  
**Functional Committee Board Chairs for:**  
Military Aviation Advisory (MAAC)  
Military Sealift  
Surface Transportation  
Cybersecurity Best Practices  
Logistics and Distribution  
Government Passenger Travel Advisory Council (GPTAC)  
**Administrative Committee Board Chairs for:**  
Education & Professional Development  
Finance & Audit  
Chapter & Membership  
NDTA Foundation  
Young Leader  
**General Counsel**  
**\*Vice Presidents At-Large**  
**Regional Presidents for:**  
Europe & Africa Region  
Indo/Pacific  
Latin/South America  
Atlantic, USA  
Southeastern, USA  
Mid-South, USA  
Southwestern, USA  
Central, USA  
Pacific Northwestern, USA  
Pacific Southwestern, USA  
**State Presidents, USA**

\*The number of Vice President At-Large positions will be determined by the President, with the approval of the Board of Directors, but shall not exceed the total number of Vice Presidents positions by functional and designative categories.

#### THE DESIGNATIVE POSITIONS

Section 3c. The designative positions shall be: (1) the Executive Secretary and/or Treasurer as designated by the President and approved by the Board of Directors; and (2) those who may represent their agency as Government Liaison Representatives. The total number of Government Liaison Representatives as appropriate and determined by the Chairman of the Board. Such designation shall be made on an individual basis and not on the basis of office of command, and provided such designations are approved by the appropriate department of government agency where such approval is required. As the Chairman of the Board deems appropriate, Government Liaison Representatives may be invited to attend meetings of the Board of Directors.

#### REGIONAL AREAS

- Section 4. Field activities of the Association shall be conducted in such regional areas as may be established by the Board of Directors and each area shall operate under the jurisdiction of its Regional President.

#### REGIONS AND STATES

- Section 5. Regional areas will encompass Nation(s) and State(s) which will operate under the jurisdiction of Regional Presidents. The State or International Presidents will function under the Regional Presidents for the area in which they are located. There may be one State President for each of the United States and the District of Columbia. There may be one Regional President for Europe/Africa, the Indo/Pacific and Latin/South America. There may be one National President for each nation where the Association has a Chapter and such other overseas geographical areas having Chapters as the Board of Directors may determine appropriate.

#### CHAPTERS

- Section 6. Regions and states will encompass local and student Chapters which will operate under the jurisdiction of Chapter Presidents, and other appropriate Chapter Officers and Directors. The Chapters will function under the appropriate State President or International President.

#### ELECTION OF OFFICERS

- Section 7. The Chairman of the Board, the President and CEO, the Vice Chairman of the Board, the Functional and Administrative Board Committee Chairs, Vice Presidents At-Large, and the Regional Presidents shall be elected at the Annual Membership Assembly. The elected officers shall hold office for three years until re-elected or until their successors are elected and take office, subject to the provisions of Sections 2 and 4a, respectively, of Article IX.

#### NOMINATING COMMITTEE

- Section 8. Every third year, the Chairman shall appoint a Nominating Committee, composed of not less than five (5) members, and notice of the appointments shall be circularized to the NDTA Elected Officers, State Presidents, and Chapter Presidents. This notice will include a request for recommendations of nominees for consideration by the Nominating Committee. All recommendations of nominees for the offices to be filled shall be submitted to the Nominating Committee, addressed to Headquarters, by June 1<sup>st</sup>. Proposals for an individual to be elected for an additional consecutive term will be referred to the Nominating Committee, which shall have authority to nominate such persons for re-election. The Committee's list of nominations will be circularized to the NDTA Elected Officers, State Presidents and Presidents of each Chapter approximately sixty (60) days prior to the Annual Membership Assembly. Additional nominations may be made independently of the Nominating Committee by any twelve (12) or more members. The names of such nominees and the offices for which nominated, together with the names of signatures of the twelve (12) proposers, must be filed with the NDTA Executive Secretary not less than thirty (30) days prior to the



Annual Membership Assembly. A list of such independent nominees must be distributed to the same officials as the Committee's list of nominations.

### VOTING

- Section 9. Each member of the Board of Directors in attendance at a meeting will have one vote. When an individual member of the Board of Directors is unable to attend a meeting of the Board, the use of a proxy properly filed with the Executive Secretary before the meeting is encouraged. At the Annual Membership Assembly each member of the Board of Directors, the Functional Committee Board Chairs, the Vice Presidents At-Large, the Regional Presidents, the International and State Presidents, and the Chapter Presidents will each have a vote on all matters pertaining to (a) the election of officers, (b) changes/amendments to the By-Laws, and (c) the fiscal year budget.

In addition, Chapter Presidents will have one vote for each fifty (50) Chapter members. If any member in the foregoing category is unable to attend the Annual Membership Assembly, the use of a proxy properly filed with the Executive Secretary before the meeting is encouraged. The International and State Presidents will be elected by the membership from within their respective region or state. Prior to the Annual Membership Assembly, the Regional President will coordinate with his appropriate Chapters and cause a ballot to be taken on the selection of these officers. The Regional Presidents together with the NDTA President will constitute a Council of Regional Presidents. From within this Council, the Regional Presidents will select annually a Chairman and Vice Chairman to be their representatives as members of the Board of Directors. The NDTA President, or in his absence the Vice Chairman, will preside at these proceedings.

### VACANCIES

- Section 10. Any vacancy occurring on the Board of Directors or among the elected officers shall be filled for the remaining term by appointment made by the Chairman of the Board. Any vacancy of an Officer within a region shall be filled by appointment by the Regional President. In a Region or State where there are no Chapters, an International or State President may be appointed by the Regional President in consultation with the Chairman of the Board.

### CHAPTER OFFICERS AND DIRECTORS

- Section 11. The Chapter Officers and Directors will be elected according to the procedure contained in Article VI of these By-Laws.

## ARTICLE VI

### CHAPTER FORMATION

#### CHARTER

- Section 1. Chapters may be chartered upon application of twenty-five (25) or more persons who are members of the Association. The application must be submitted to the President for consideration. If approved, the Association will issue a charter signed

by the Association President. Those signing the application for a charter will be charter members of the Chapter.

### STUDENT CHAPTERS

- Section 2. Chapters composed exclusively of students and instructors of accredited colleges and government logistics and transportation schools may be chartered in the manner prescribed above upon application of ten (10) or more students and instructors who are members of the Association.

### CHAPTER NAME

- Section 3. Each chartered Chapter shall select, subject to the approval of the President, an appropriate name for the Chapter.

### CHAPTER MEETINGS AND OFFICERS

- Section 4a. Monthly meetings by the Chapters are preferred. If monthly meetings of the general membership are not possible, a minimum of four membership meetings should be held annually, one of these meetings to be the Annual Meeting for the election of Officers and Directors.
- Section 4b. There shall be elected at each Annual Meeting, by a majority of the votes present, a President, First Vice President, an Executive Secretary and a Treasurer, who, together with such additional Officers and Directors as the Chapter may determine, shall constitute the Board of Directors. That Board shall meet a minimum of four times annually. Names of Officers elected by Chapters shall be reported promptly to the President of the Association, with a copy to the regional officers, together with (a) date of election, (b) address, (c) grade and branch of service, (d) student, government, academic or business connection, if any.

### CHAPTER DUES AND FINANCES

- Section 5. Chapter may establish procedures for fixing and collecting dues in addition to dues payable to the Headquarters of the Association. Careful financial records shall be maintained by each Chapter for examination at any time, and financial accounts shall be audited annually.

### CHAPTER BY-LAWS AND ACTIVITIES

- Section 6. Chapters, organized in accordance with these By-Laws, may adopt By-Laws, appoint committees, maintain headquarters, and hold meetings for the purpose of transacting the business of their Chapters, and may provide such means as may be necessary or desirable to promote the welfare of their Chapters and to further the purposes of the Association.

### CHAPTER MINIMUM

- Section 7. The charter of any Chapter whose membership declines to less than twenty-five (25) members or ten (10) members, if the Chapter is composed of students and instructors only, may be withdrawn by the Board of Directors of the Association.

## CHAPTER DISSOLUTION

- Section 8. A Chapter may, upon a two-thirds (2/3) vote of its current membership, apply to the Association for permission to dissolve.

## CHAPTER REVOCATION

- Section 9. The charter of any Chapter may be revoked by the Board of Directors for conduct inconsistent with the purposes and/or policies of the Association or prejudicial to the good order and repute of the Association.

## CHAPTER PROPERTY

- Section 10. Upon dissolution of any Chapter, or upon revocation or withdrawal of the charter of any Chapter, its records and funds shall become the property of the Association and shall be delivered promptly to the President of the Association by the Board of Directors or the remaining Officers of such Chapter.

## PARLIAMENTARY AUTHORITY

- Section 11. The usual parliamentary rules contained in Robert's Rules of Order, shall govern the Association in all cases in which they are not inconsistent with this document and any special rules the Association may adopt.

## ARTICLE VII

### MEMBERSHIP TYPES

#### REGULAR MEMBERSHIP

- Section 1. Any person, military or civilian, may upon approval of the President and payment of the annual dues specified, become a regular member of this Association, and of the Chapter to which assigned by the President. Under circumstances where it is impractical to assign a member to a Chapter, he or she will be assigned as a member At-Large. If the application is not approved, the dues will be returned to the applicant.

#### GOVERNMENT MEMBERSHIP

- Section 2. All government employees and military serving in the Active, Reserve, or National Guard may, upon approval of the President and payment of dues specified, become a government member.

#### YOUNG LEADER MEMBERSHIP

- Section 3. Any person who has not yet reached his or her 35<sup>th</sup> birthday may, upon approval of the President and payment of the dues specified, become a Young Leader member.

#### RETIRED MEMBERS

- Section 4. Any person who is retired from the military, the government, or a private career field, and is not engaged in employment from which he or she derives income, may, upon approval of the President and payment of the annual dues specified, become a retired member of this Association.

#### STUDENT MEMBERSHIP

- Section 5. Any person who is a student enrolled in any accredited university or college in the United States, or any student enrolled in a government school, for one year from beginning date of course of instruction, may, upon approval of the President and payment of the annual dues specified, become a student member of this Association.

#### LIFE MEMBERSHIP

- Section 6. Any applicant for membership or any active member of this Association may, by the single payment specified, become a Life Member of the Association. Life Members shall be subject to the payment of Chapter dues.

#### CORPORATE MEMBERSHIP

- Section 7. Any corporation, company, firm or other organization or association may, upon approval of the President and payment of dues specified, become a Corporate Member under the following membership types: Chairman's Circle, President's Circle, Sustaining, or Regional Patron.

#### UNIVERSITY MEMBERSHIP

- Section 8. NDTA provides University Memberships to encourage university, academy, educational institution, and college participation in NDTA programs that connect with government and industry logistics and transportation leaders to educate and solve national security challenges.

#### CHAPTER MEMBERSHIP

- Section 9. Members of any category shall be eligible for membership in Chapters of the Association. Changes in Chapter memberships will be promptly reported to the President of the Association.

#### PRIVILEGES OF MEMBERSHIP

- Section 10. All Regular, Government, Young Leader, Student, Life, Corporate and University Members shall be entitled to take part in and vote at the Annual Membership Assembly and at all meetings of the Chapters to which they belong and may hold office in such Chapters. All members of every category shall be entitled to all official publications and announcements of the Association and to such other privileges as may be provided in these By-Laws for the category of membership concerned.

## ARTICLE VIII

### DUES

#### INITIATION FEE

Section 1. No initiation fee shall be charged by the Association or by any Chapter.

#### AMOUNT OF DUES

Section 2. Each member of this Association shall pay such dues as may be determined from time to time by the Association Board of Directors. Chapters may charge such additional dues as may be necessary for Chapter administration purposes and as may be determined by its Board of Directors.

#### PAYMENT OF DUES

Section 3. The annual dues specified by the Board of Directors will accompany each application for membership or each renewal statement and will be forwarded directly to Headquarters of this Association or through the Chapter.

## ARTICLE IX

### ASSOCIATION OFFICERS

#### ALL OFFICERS

Section 1. All officers of the Association must be members in good standing.

#### CHAIRMAN OF THE BOARD

Section 2. The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors. He shall serve as a member of the Board of Trustees of the Foundation. He shall be responsible to call the regular Annual Membership Assembly, as necessary and appropriate. He shall appoint the members of all Committees except as otherwise provided for by these By-Laws. The appointment of Chairmen of Councils and Standing Committees shall be subject to approval of the Board of the Directors. The Chairman of the Board of Directors shall establish Councils and Standing Committees with the approval of the Board of Directors, and he shall approve establishment of Committees by the Council Chairmen within their Councils.

#### THE VICE CHAIRMAN

Section 3. The Vice Chairman shall perform the duties and exercise the functions of the Chairman in his absence or disability, and such other duties and functions as the Chairman and/or the Board of Directors may assign.

#### PRESIDENT

Section 4a. The President shall be the Chief Executive Officer and shall preside at the Annual

Membership Assembly. The President will preside at meetings of the Board of Directors during the absence or disability of both the Chairman and the Vice Chairman of the Board and will also serve as a member of the Board of Trustees of the Foundation. The President shall be in charge of the principal office and staff of this Association and shall perform his duties under the direction of the Board of Directors. The President may be removed from office for cause at the direction of the Board of Directors.

- Section 4b. Except where any of the following duties have been assigned by the Board of Directors to other Officers appointed by the Board, the President shall perform, direct and be responsible for the following duties: The general control and management of the affairs of the Association; custody of the responsibility for all property and funds of the Association; receipt and accounting of all monies paid as dues and for all other sums paid into the Association; preparation of annual financial budget and causing the books of the Association to be audited at least once a year. He shall perform such other duties as the Chairman of the Board of Directors may prescribe.

#### EXECUTIVE VICE PRESIDENT

- Section 5. The Executive Vice President shall serve as the principal assistant to the President and perform duties as assigned by the President and shall also serve as the NDTA Senior Vice President of Operations. The Executive Vice President acts for the President in his or her absence.

#### GENERAL COUNSEL

- Section 6. General Counsel shall perform such legal duties as may be requested by either the Chairman of the Board of Directors, the Board of Directors or the President.

#### FINANCE & AUDIT CHAIR

- Section 7. The Finance & Audit Chair shall serve as Chairman of the Finance Committee. He or she will also serve as the Executive Secretary and Treasurer.

#### FUNCTIONAL COMMITTEE BOARD CHAIRS

- Section 8. These Board Chairs shall have the responsibility of representing the function for which they were selected, act as liaison for the Association with their respective groups and do all possible to stimulate interest and encourage membership and participation by their respective groups in the affairs, activities, studies and publications of the Association. They may also serve as members of the Board of Trustees of the Foundation.

#### THE REGIONAL PRESIDENTS

- Section 9. These officers shall make frequent visits to and maintain personal contact with the State or International Presidents and the Chapters in their respective regions to assist in Chapter activities. They will work to establish and develop new Chapters and to encourage and stimulate effective program efforts in their Chapters to insure achievement of the objectives of the Association. They will act as liaison between

the State or International Presidents, the Chapters, the Association Headquarters and The Board of Directors, serving as the focal points through which the policies are brought to the members and the views and recommendations of the State or International Presidents and the Chapters are submitted to the Association Headquarters and the Board of Directors.

#### THE VICE PRESIDENTS AT-LARGE

- Section 10. The Vice Presidents At-Large shall perform such duties as may be assigned by the President.

#### THE CHAIRMEN OF THE COUNCILS AND STANDING COMMITTEES

- Section 11. The Chairmen will perform all the normal functions of a chairman in the conduct of their Councils or Committees. They will appoint the other members of their Councils and Committees in coordination with the Chairman of the Board and the President. The Council Chairmen may establish Committees within their Councils and appoint their chairmen.

#### STATE PRESIDENTS AND INTERNATIONAL PRESIDENTS

- Section 12. These Presidents, acting under the direction of the Board of Directors and in cooperation with their appropriate Regional Presidents shall prosecute the work of the Association within their respective regions and/or states. They will encourage the holding of State and Regional conferences among the Chapters, within their respective States and Regions, and they shall as frequently as possible, visit and counsel the Chapters with respect to the affairs, purposes and objectives of the Association. They will keep their appropriate Regional President and the President informed of activities. They will report, through their appropriate Regional Presidents, to the President and the Board of Directors with respect to the work accomplished and the recommendations for improvement in any phase of the Association's activities.

#### CHAPTER OFFICERS AND DIRECTORS

- Section 13. The Chapter Officers and Directors shall perform, for their respective Chapters, duties analogous to those performed by the Officers and Directors of the Association.

#### THE EXECUTIVE SECRETARY

- Section 14. The Executive Secretary, under the direction of the President, shall maintain the minutes of all meetings of the Board of Directors and the Annual Membership Assembly. He or she shall have custody and affix the seal of the Association, maintain a complete record of correspondence and files of the Association, and perform such other duties as are assigned. A copy of the minutes of each meeting of the Board of Directors and the Annual Membership Assembly shall be sent to each member of the Board. The Executive Secretary may also be the Treasurer.

#### THE TREASURER

- Section 15. The Treasurer, under the direction of the President, shall maintain a complete record of the membership of the Association, of all dues and other monies and securities received by the Association, and of all bank accounts and records of accounts receivable and payable; shall maintain all necessary books or records relating to financial transactions; shall prepare all required regular and special reports and inventories of a financial nature, and perform such other duties as are assigned. The Treasurer may also be the Executive Secretary.

#### HEADQUARTERS STAFF

- Section 16. The NDTA Headquarters staff supports the Board of Directors under the guidance of the President and CEO. The Board of Directors may, by appropriate resolutions, authorize the President to enter into contract of employment with the full-time Headquarters Staff and prescribe terms of employment, to include customary compensation and benefits, and provide for fair and equitable termination and severance payments based upon longevity of services with the Association or other pertinent consideration.

### ARTICLE X

#### MEETINGS

#### BOARD OF DIRECTORS

- Section 1. The Board of Directors shall hold a regular Annual Meeting in September or October of each year or soon thereafter as practicable and such other meetings as may be called by the Chairman of the Board. Five (5) members of the Board, acting in person, shall constitute a quorum for the transaction of business. Each member of the Board of Directors in attendance at the meeting will have one vote. When an individual member of the Board of Directors is unable to attend a meeting of the Board, the use of a proxy properly filed with the Executive Secretary before the meeting is encouraged. A majority vote of the members of the Board of Directors present at the meeting shall constitute approval of the business being transacted, unless otherwise provided by the Laws under which the Association is chartered. In the event of a tie vote, the presiding Chairman's vote will count as two (2).

#### ANNUAL MEMBERSHIP ASSEMBLY

- Section 2a. Following the Annual Meeting of the Board of Directors, an Annual Membership Assembly of members of the association will be held, at which the President will preside. At the Annual Membership Assembly, each member of the Board of Directors, the Functional Committee Board Chairs, the Vice Presidents At-Large, the Regional Presidents, the International and State Presidents, the Chapter Presidents and the designated representatives of the Corporate Member Companies will each have a vote on all matters pertaining to (a) election of officers, (b) changes/amendments to the By-Laws, and (c) the fiscal year budget.

In addition, Chapter Presidents will have one vote for each fifty (50) Chapter members. If any member in the foregoing category is unable to attend the Annual Membership Assembly, the use of a proxy properly filed with the Executive Secretary before the meeting is encouraged.



A majority vote of the members present at the meeting shall constitute approval of the business being transacted. A tie-vote shall be resolved by the Presiding Officer's vote counting as two (2).

Section 2b. Resolutions to be considered at the Annual Assembly may be submitted by any Chapter or any member of the Association. Such resolutions shall be transmitted to Headquarters at least thirty (30) days prior to the Annual Assembly.

Section 2c. The Board of Directors will consider and submit its report on the proposed resolutions at the Annual Assembly. Final action upon such resolutions will be taken at the Annual Assembly by the assembled members.

### ORDER OF BUSINESS AT MEETINGS

Section 3. The order of business at meetings shall be as follows:

- |  |  |
|--|--|
| 1. Call to order                                 | 2. Pledge of Allegiance                                |
| 3. Reading minutes of previous meeting.          | 4. Receiving Communications                            |
| 5. Reports of officers.                          | 6. Reports of committees.<br>a. Standing<br>b. Special |
| 7. Unfinished business.                          | 8. New business.                                       |
| 9. Election of Board Officer(s) (if applicable). | 10. Adjournment  |

The order of business may be altered or suspended at any meeting by a majority vote of the members present.

## ARTICLE XI

### COUNCILS AND COMMITTEES

Section 1a. The Chairman of the Board, with the approval of the Board of Directors, will establish an Executive Committee.

Section 1b. The Executive Committee members will be the Chairman of the Board, the Vice-Chairman, the President and the Chairs of the following committees: Finance & Audit, Military Aviation Advisory, Military Sealift, Surface Transportation, and Logistics & Distribution. No substitutions for committee chairs will be approved for executive committee attendance.

Section 1c. The Executive Committee shall have the same powers as the Board of Directors to act on such matters as require immediate and expeditious handling as well as be the sole determiner of the compensation and benefits for the President of the Association. The Chairs of the Finance and Audit Committee shall be consulted in this regard. The General Counsel shall act as advisor on all matters and may attend all Executive Committee meetings.

Section 1d. The Chairman of the Board shall chair all meetings and shall call and give timely

notice of such meetings as he deems necessary. Should a tie vote occur on any Executive Committee matters, the Chairman shall have an additional individual vote to resolve the matter.

- Section 1e. Any vacancy occurring on the Executive Committee shall be filled by appointment of a member of the Board made by the Chairman for an interim period.
- Section 2. The Chairman of the Board, with the approval of the Board of Directors, shall have the authority to appoint such Council and Committee Chairs as may be necessary and may vest in such Councils and Committees and their Chairs such powers and duties as are appropriate.
- Section 3. Council Chairs may establish Committees and appoint their Chairs within their Councils. Council and Standing Committee should be selected from elected officers.

## ARTICLE XII

### ACCOUNTS

#### FISCAL YEAR

- Section 1. The Fiscal year for this Association shall be established by the Board of Directors.

#### AUDIT

- Section 2. The books of this Association will be audited at least once a year by a Certified Public Accountant whose report will be submitted to the Board of Directors for approval.

### OBLIGATIONS

- Section 3. This Association is a corporation organized under the Code of the Laws of the District of Columbia (Title 29, Chapter 6) and is empowered to do all things and conduct all business, not for profit, necessary to carry out the general purposes set forth in its Certificate of Incorporation, as amended. It incurs obligations solely as corporate obligations or liability.

## ARTICLE XIII

### PUBLICATIONS

This Association may publish such journals, bulletins, pamphlets or papers in such form and for such distribution as may be considered appropriate.

## ARTICLE XIV

### SEAL AND INSIGNIA

The Board of Directors is authorized to design and adopt a seal, motto and insignia for this Association.

## ARTICLE XV

### AMENDMENTS

These By-Laws may be amended only after the proposed Amendment or Amendments shall have been first submitted to the Board of Directors and considered and acted upon, favorably or unfavorably, by the Directors. Before becoming effective, proposed Amendments shall have been subsequently approved by the members at the Annual Membership Assembly. Notice of proposed Amendment to the By-Laws of the Association shall consist of a copy thereof being mailed to each member of the Board of Directors, the Vice Presidents (Functional Categories), the Vice Presidents At-Large, the Regional Presidents, the International and State Presidents, and the Chapter Presidents at least thirty (30) days before the meeting of the Annual Membership Assembly, where such proposed Amendments will be voted on, with advice as to action taken thereon by the Board of Directors. In the event of a tie, the Presiding Officer's vote will count as two (2).

ADDENDUM I  
(To the NDTA By-Laws)  
NDTA FOUNDATION

NAME AND CREATION

- Section 1. Within the Association there shall be, for the purpose of carrying out the Association's objectives of transportation research and education, a foundation the name of which shall be the National Defense Transportation Association Foundation.

FUNDS

- Section 2. The Foundation's funds, to be derived from voluntary contributions and/or other sources, shall be maintained in a separate fund apart from other funds of the Association and shall not be useable to meet operation expenses of the Association unrelated to the activities of the Foundation.

BOARD OF TRUSTEES

- Section 3a. Composition of:

The management of the affairs of the NDTA Foundation shall be vested in a Board of Trustees to consist of the following members who shall serve without salary. At all times, except in accord with action taken under Section 6 hereof, the following, elected by name, shall be members of the Board of Trustees:

The Chairman of the Board of the NDTA  
The Vice Chairman of the Board of the NDTA  
The President and CEO of NDTA  
The Education and Professional Development Chair  
The NDTA Foundation Chair  
The Finance and Audit Chair  
The NDTA General Counsel  
The Executive Secretary  
The Treasurer of the NDTA

Additional trustees may be appointed elected by the Board of Trustees. Such additional trustees may be chosen from the National Defense Transportation Association Vice Presidents, principals of industrial concerns sympathetic to the aims of the National Defense Transportation Association, persons in public life or others who, in the judgement of the Board of Trustees, are qualified to serve as trustees.

- Section 3b. Terms of Office of Trustees:

1. Each eligible past Chairman of the Board of the National Defense Transportation Association becoming a trustee under the provisions of this Addendum, shall serve a term of three (3) years beginning at the close of his or her term as Chairman of the Board.

2. All others who serve as trustees by virtue of office as an NDTA Officer shall serve as trustees during their term of such office.
3. Terms of office of any additional trustee elected under the provisions of this Article shall be fixed by the Board of Trustees, but in no case shall any such term be fixed at more than five (5) years.
4. All terms of office shall begin or expire at the close of the first regular meeting of the Board of Trustees following the Annual Meeting of the Board of Directors of the National Defense Transportation Association.

Section 3c. Meetings of Trustees: The Board of Trustees of the NDTA Foundation shall meet at least once each year. Special meetings may be called by the Chairman of the Board of Trustees or shall be called upon the written request of four (4) Trustees directed to the Chairman of the Board of Trustees. At least ten (10) days' notice shall be given in connection with any regular or special meetings at which official business of the Foundation is to be transacted.

#### DUTIES OF OFFICERS

Section 5a. The Chairman of the Board of Trustees shall be the executive head of the Foundation, subject to policy control by the Board of Trustees. He shall promote and foster the objectives and supervise the activities of the Foundation.

Section 5b. The Vice Chairman of the Board of Trustees shall, at the request of the Chairman, in the absence or during the disability of the Chairman, perform the duties of the Chairman. He shall have such other duties and responsibilities as shall be assigned to him by the Board of Trustees.

Section 5c. The Executive Secretary shall have official responsibility for keeping of the official minutes and records of the Foundation, except such financial records as are the responsibility of the Treasurer, and shall have such other duties and responsibilities as may be assigned to him or her by the Board of Trustees.

Section 5d. The Treasurer shall be responsible for the financial records of the Foundation. He or she shall be responsible for the receipt, custody and disbursement of the funds of the Foundation under procedures, rules and guidance prescribed and made by the Board of Trustees. The Treasurer shall post such bond as may be required by the Trustees; expense incident to such bond to be borne by the Foundation.

#### VACANCIES IN OFFICE

Section 6a. The Board of Trustees shall have full authority consistent with the provision of the By-Laws, to fill any vacancy in the ranks of the Officers of the Foundation.

Section 6b. The Board of Trustees shall, notwithstanding any other provision of these By-Laws, have authority by a two-thirds (2/3) majority vote of the full Board (all Trustees) to remove from membership on the Board of Trustees any person who, in the judgement of that number of members of the Board, should, because of adverse interests or other cause, cease to be a member of the Board of Trustees.

## COMMITTEES AND OPERATION PROCEDURES

- Section 7a. The Chairman of the Board of Trustees shall appoint such committees as he or she deems necessary or as directed by the Board of Trustees.
- Section 7b. The Board of Trustees shall establish such procedures as it deems necessary or desirable for the handling of the business and activities of the Foundation. The Board may delegate to the Chairman or others such reasonable authority with respect to operational procedures as in the judgment of the Board is desirable or necessary, but there shall be no delegation of final authority or responsibilities placed in the Board by other provisions of these By-Laws.
- Section 7c. On issues before the Board of Trustees, the Chairman will vote only in instances of a tie vote.

## QUORUM

- Section 8a. A quorum for the transaction of business at any meeting of the Board of Trustees shall be five (5), provided that requirements of these By-Laws with respect to Notice of Meeting, etc., have been properly observed.
- Section 8b. A quorum being present at any meeting properly called and assembled, a majority of those present and voting will prevail on questions before the Board of Trustees except as specified in Section 6b and Section 9.
- Section 8c. No mail vote or vote by proxy will be recognized as an official vote in connection with any matter before the Board of Trustees, except in a case in which the Board of Trustees by a two-thirds (2/3) majority shall have earlier specified the use of a mail ballot or recognition of proxies on a particular question.

## AMENDMENTS

- Section 9. These By-Laws may be amended at any regular or special meetings of the Board of Trustees, called in conformity with the provisions of these By-Laws, by a favorable vote of three-fourths (3/4) of the Trustees present and voting, provided that the official notice of the meeting shall have contained a statement of the particular amendment or amendments to be considered at the meeting.

***NOTES***

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