

CUTC Bylaws

Revised June 21, 2023

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, (amended January 11, 2015).

Article II- Purpose

Transportation, by definition, is multi-disciplinary in nature. Therefore, there are numerous departments and colleges in any given university that may conduct research and provide education in the transportation field. Because of the multi-disciplinarity of the transportation profession, most universities in the United States have developed transportation centers or institutes that are umbrella organizations designed to facilitate transportation-related activities across their respective academic units. These umbrella organizations take many forms and vary in size, mission, and location within the university hierarchy. Note that these entities may have different names, including centers, institutes, and facilities. Herein these by-laws will broadly refer to these umbrella organizations as “centers”.

Recognizing that these individual centers have many commonalities and interests, a group of center directors decided to create a national council of transportation centers to advance a shared agenda. This initiative ultimately resulted in the creation of the Council of the University of Transportation Centers (CUTC) in 1979.

The mission of CUTC is to advance and promote university research, education, workforce development, and technology transfer within the context of a safe, reliable, equitable, and resilient US transportation system. The overarching vision of CUTC is to raise the profile of university research and education, so that university transportation centers are recognized and called upon for the knowledge creation, innovative research, technology transfer, and education necessary to have the best transportation system in the world.

CUTC is organized to exchange information on the various issues confronting transportation centers 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. In particular, CUTC aims to:

- improve and enhance research and education in transportation and related areas, and provide a means by which challenges common to transportation centers in universities can be discussed and clarified,
- facilitate a mechanism for the joint consideration of problems of research methodology and the availability of data,

- provide a medium through which transportation research, education, workforce development and technology transfer may be enhanced, and where information and opinions on emerging challenges in transportation can be expeditiously exchanged,
- serve as a forum for better integrating and coordinating research with academic education, workforce development, and technology transfer, and
- organize meetings of CUTC members for the discussion of those challenges typically faced by the membership, both with respect to the subject matters of research, education, workforce development, and technology transfer and with respect to challenges of administration
- develop strategies and organize activities to help promote interest in the field of transportation research to help assure a workforce for the 21st century that is representative of the US population, and
- recognize the outstanding work through awards to CUTC students, faculty, administrators and others within the membership and to recognize lifetime excellence by key stakeholders from outside CUTC.

Article III - Membership

Any organized center, institute, division, unit, or specifically identifiable organization in a university, college or post-secondary educational institution devoted to transportation research, education or technology transfer may apply for membership in CUTC. Each institution accepted for membership shall designate an individual as its representative with an endorsement from a senior administrator. More than one membership may be maintained at the same university with multiple centers, institutes, divisions, units or specifically identifiable organizations devoted to transportation research, education or technology transfer activities. However, each center that is a member shall pay dues to CUTC. CUTC members must be in good financial standing to be eligible for voting and awards from the organization. Good financial standing as determined to have paid annual dues within four months after the invoicing date of July 1 of the same year. All CUTC member institutions will have all the benefits of membership (including voting and award eligibility).

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

- It shall be an identifiable administrative organization of a department, college, university or university system that indicates a serious commitment to transportation research, education or technology transfer, or be directly affiliated with an aforementioned organization.
- It shall have a director (or equivalent), confirmed in writing by a senior administrator, who devotes at least part-time to the work of the organization.
- It shall have at least two other faculty or senior professional staff engaged in the conduct of transportation research, education or technology transfer.
- There must be evidence of a statement of purpose, proposal or strategic plan for this organization.
- 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 a majority vote of the Division of Membership at a regularly scheduled semi-annual 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 will be held during the Transportation Research Board January meeting in Washington, D.C. 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. Standing committees meetings may be conducted electronically (teleconference, videoconference, e-mail exchanges), unless any member of committee objects, at which point the meeting shall be conducted in-person at the next convenient occasion.

Article V - Officers, Duties of Officers, Officer Elections

V.1 Officers

The officers of CUTC shall be a president, a vice-president, a secretary, and a treasurer elected for terms of one year as described in Section V.3. The officers shall be chosen from the Division of Members.

V.2 Duties of Officers

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 wellbeing of the organization. The president will ensure that all CUTC committees are constituted as described in section VI. The CUTC president is an ex-officio member of all standing and special committees.

The vice-president shall assist the president in the administration of the organization. The vice-president will also have responsibility for organizing the CUTC annual banquet and serve as chair of the summer meeting in conjunction with the host university.

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.

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, with assistance from the CUTC 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 Outside Organization and Executive Director

The CUTC Executive Committee may choose to contract with an outside organization that will help with administrative duties associated with the overall management of council activities. The specific duties of the organization will be defined in a written contract that shall be approved by a majority vote of CUTC Members. Any CUTC member may obtain a copy of the contract from the CUTC Treasurer.

The CUTC Executive Committee may, at their discretion, appoint an Agent from the contracting organization to take a lead role in overseeing management of CUTC and any outside organization personnel that work with CUTC. This person will hold the title of CUTC Executive Director.

The Executive Director will assist the CUTC Executive Committee, in a support role, in the administration and management of CUTC. The Executive Director shall serve at the pleasure of the Board and will not have any voting rights.

The exact duties of the Executive Director, and of the associated contracted organization, will be laid out in the contract with the outside organization. The duties of the Executive Director, and their associated organization personnel, may include, but are not limited to, assisting the

1. CUTC Secretary with the minutes of all CUTC business meetings;
2. CUTC Treasurer in receiving, managing, and disbursing CUTC funds. The Executive Director will not expend any CUTC funds without permission of the CUTC Treasurer;
3. CUTC Treasurer in keeping a permanent record of all financial statements covered by time frame listed in the contract with CUTC. These financial statements shall be made available, upon written request, to any member of the CUTC Executive Committee. At the termination of the contract, the Executive Director will provide a copy of all financial records to the CUTC Treasurer;
4. CUTC Executive Committee with logistical and contractual preparation for CUTC meetings, webinars, workshops, awards banquets, and conferences;
5. CUTC Executive Committee with officer elections as defined by section V.3 Officer Elections; and
6. CUTC members with general inquiries related to CUTC programs.

The Executive Director, at the request of the CUTC President and Executive Committee, may contract with CUTC for other duties not listed in the contract. Any changes in duties, not outlined in the current contract, will be placed on the agenda of the next general meeting of the CUTC membership in order to update the CUTC membership.

V.4 Officer Elections

The officers of CUTC will be elected at the CUTC Annual Summer Meeting. It is anticipated that every year, the CUTC officers will be nominated to fill new positions on the Executive Committees as follows:

Treasurer → Secretary

Secretary → Vice President

Vice President → President

President → Immediate Past President

Immediate Past President → Will rotate off of the Executive Committee

In addition, the Nominating Committee, as described in Section VI, will nominate an Executive Committee member-at-large to fill the treasurer position. The nominated member-at-large will typically have served on the Executive Committee for two consecutive years.

The Nominating Committee will also nominate CUTC member(s) to fill any vacant Executive Committee Member-at-Large position(s).

The Nominating Committee will report the slate of officers and new at-large members to 1) the Executive Committee at least sixty (60) days prior to the Annual Meeting, and 2) to the membership no later than thirty (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 chair of the Nominating Committee and CUTC Executive Director no later than 10 days prior to the Annual Meeting.

The Chair of the Nominating Committee shall prepare the official ballot. The ballot shall indicate which nominees were approved by the nominating committee. A sample ballot will be sent electronically to the university representative listed on the CUTC website at least five (5) days prior to the Annual Meeting.

The CUTC Executive Members will be decided by a simple majority of votes taken at the Annual Meeting during the Business Meeting. The vote will be by secret ballot. In the event of a tie the final selection will be made by a coin flip. The new Executive Committee members will assume office at the close of the Annual Meeting.

No person having been elected to an office may be re-elected to that office unless a period of two years has expired since holding the office.

V.5 Vacancy in Executive Committee

Sometimes extenuating circumstances will force an EC member to resign from their current EC position (e.g. elevation of an at-large EC member to an officer position). In these situations the following processes will be followed:

- **Vacancy of President:** If the position 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. The appointment of president will be by a simple majority vote of the Executive Committee.
- **Vacancy of EC Officer:** If an EC officer position becomes vacant, it may be necessary to elevate a member of the Executive Committee, either an officer or a member at large, to the vacated position. The appointment of this officer will be by a simple majority vote of the Executive Committee and the officer will serve for the remainder of the term.
- **Vacancy of Open At-Large Committee Member:** If an EC At-Large member position becomes vacant, it may be necessary to appoint a CUTC member to the vacant at-large position. The President and Vice-President will identify a suitable nominee. The appointment of this member to the at-large position will be by a simple majority vote of the Executive Committee. The new EC member will serve out the remainder of the term of the vacancy. The new appointee will not have the two year restriction for running for an additional office as discussed in V.4.

A CUTC member may only serve as an officer or an at-large member on the CUTC Executive Committee if their organization is in good financial standing as stated in Article VII. If not, they shall be removed from office. It is the responsibility of the CUTC president to identify any Executive Committee member who is not in good standing and will call for a vote regarding their removal. A simple majority vote of the CUTC Executive Committee will determine whether the officer in question should be removed from the CUTC Executive Committee. Only those members of the CUTC Executive Committee from institutions that are in good financial standing are eligible to vote. The process of finding a replacement for the CUTC Executive Committee member is described above.

Article VI - Standing Committees

VI.1 Executive Committee

The Executive Committee (EC) shall consist of the elected officers listed in Article V.1, the immediate past president, and six Members elected at large from the Division of Members.

Duties: 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 review of the financial records of CUTC. 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.

Resignation: Sometimes extenuating circumstances will force an EC member to resign from their current EC position. In these situations, the following processes will be followed:

- Resignation of EC officer: In the case of a resignation of an officer it may be necessary to elevate a member of the Executive Committee, either an officer or a member at large, to the vacated position. The appointment of this officer will be by a simple majority vote of the Executive Committee and the officer will serve for the remainder of the term.
- Open At-Large Committee Member Position: In the case of the resignation of an at-large member from the EC or the elevation of an at-large EC member to an officer position it may be necessary to appoint a CUTC member to the vacant at-large position. The appointment of this member to the at-large position will be by a simple majority vote of the Executive Committee. The new EC member will serve out the remainder of the term of the vacancy. The new appointee will not have the two-year restriction for running for an additional office as discussed in V.4.

VI.2 Events Preparation Committee

The Events Preparation Committee will consist of the CUTC officers and will be chaired by the CUTC Vice-President.

Duties: The EPC will be responsible for the planning and logistics of the winter and summer CUTC meetings.

VI.3 Activities Coordination Committee:

The Activities Coordination Committee will consist of three members of the Executive Committee as selected by the President. The term of office will be one year and there is no limit on the number of years served.

Duties: The AC committee will be responsible for coordinating all CUTC webinars and seminars.

VI.4 Awards Committee:

The Awards Committee will consist of three members of the Executive Committee selected by the President. The term of office will be one year and there is no limit on the number of years served.

Duties: The Awards committee will be responsible for coordinating all CUTC student awards including developing award criteria, selecting reviewers, managing the competition, and selecting the student winners for each category. The Awards Committee will also be responsible for overseeing the Professional Awards competition including soliciting nominees and overseeing the selection process. The winner of each CUTC Professional Award will be decided by a simple majority vote of the CUTC Executive Committee.

VI.5 Nominating Committee

The Nominating Committee will consist of the president and immediate past president.

Duties: The Nominating Committee shall prepare a slate of nominees for all vacant offices of the Executive Committee including the treasurer position and two (or more) members at large for the Executive Committee. The Executive Committee Memberships will be filled by election as set forth in Article IV.

VI.6 Membership Committee.

The Membership Committee will be chaired by the CUTC vice-president and two members of the executive committee chosen by the president.

Duties: The Membership Committee shall review the applications of prospective members and make appropriate recommendations to the Executive Committee. The decision to invite a new member to join CUTC will be decided by a simple majority vote of the CUTC Executive Committee.

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. The assessment will remain in effect until changed at a subsequent Annual Meeting.

1. **Annual Dues:** Each member shall pay annual dues as established by CUTC. The annual dues shall become due and payable on July 1 of each year.
2. **Suspension:** Failure of any member to pay dues within four months of the date of invoice (e.g. November 1) will result in all membership privileges being suspended for that CUTC member. The suspended member will not be able to participate in any CUTC elections nor participate in any CUTC activities. In particular, the faculty, staff, and students of the suspended member will not be eligible to receive a CUTC award. Any pending CUTC award nominations from the suspended CUTC member will be removed from consideration by the Awards Committee.
3. **Reinstatement:** If a suspended member pays the outstanding membership dues before October 30 of the following year, the suspension will be removed, the member will be considered in good standing, and all membership rights will be reinstated. Once the suspended member is reinstated the CUTC President, at their discretion and with input from the CUTC Awards committee, may choose to reinstate any suspended award nominations.
4. **Permanent Removal:** If the CUTC member does not pay the outstanding balance by November 1 of the following year the member will be removed from the CUTC membership roll and all privileges and benefits will be permanently revoked. In this situation, if the former CUTC member wishes to rejoin CUTC they will have to re-apply for CUTC membership as described in Article III of these bylaws.

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.