

INTERNATIONAL CHINESE TRANSPORTATION PROFESSIONALS ASSOCIATION CONSTITUTION

(Revised 04/2012)

ARTICLE I - Name, Address, Purpose and Registration

- Sec.1 The name of this organization shall be the International Chinese Transportation Professionals' Association (ICTPA), designated hereinafter as the Association.
- Sec.2 The address of the Association shall be that of its current President unless otherwise designated by the Board of Directors.
- Sec.3 The Association is a non-profit and non-political organization formulated by individual transportation professionals of fellow Chinese in North America. The purpose of the Association is to promote the professional development of its members by fostering fellowship and cooperation among its members and by maintaining a central point of reference, deliberation, and technical information exchange.
- Sec.4 The Association shall be registered in the United States as a not-for-profit Corporation.

ARTICLE II - Membership

- Sec.1 The membership of the Association shall consist of individual members. The individual members shall consist of Members, Student Members, and Honorary Members.
- Sec.2 Members, Student Members, and Honorary Members shall be equally entitled to all privileges of the Association excepting that only Members shall be eligible to hold offices and vote on Association matters. Any person elected an Honorary Member, who at the time of election was a voting member, may retain the privilege to vote on Association matters.
- Sec.3 A Member shall be a person who is presently engaging or has been engaged in transportation related work and has paid the annual dues of the Association, or waived by the Association
- Sec.4 A Student Member shall be a person who is currently enrolled as a student in a undergraduate or graduate school of recognized standing pursuing in the field of transportation related and has expressed that he or she is interested in becoming a Student Member of the Association.
- Sec.5 An Honorary Member shall be a person who has made a significant contribution to the transportation profession and/or to the Association, nominated by the Board of Directors and elected by a two-third majority vote by Members presented at the Annual Meeting.

ARTICLE III - Membership Dues

- Sec.1 Annual membership dues identified on a calendar year basis and portions to be retained by local chapters shall be established by the Board of Directors. The established membership dues may be

different for different local Chapters and for Corporate Members subjected to the Board of Directors' approval.

Sec.2 All Student Members and Honorary Members shall have their annual dues automatically waived.

ARTICLE IV - Board of Directors and Officers

Sec.1 The Board of Directors shall consist of the following members:

- a. Current Chapter President, except for Chapter At-Large.
- b. A representative elected from each local Chapter, except for Chapter At-large.
- c. Two representatives elected by Chapter At-Large for a two-year term with mail or electronic ballot.
- d. Immediate past President of the Association.

Sec.2 The Officers of the Association shall consist of a President, a 1st Vice President, and possible a 2nd Vice President, if applicable and the Directors. The President and Vice President(s) shall be elected by the Directors among themselves. This election shall be conducted during the period from January 1st to June 30th every year at the annual meeting. The newly elected Officers shall start their terms immediately following the election.

The role and responsibilities of the Vice President(s) is/are as follows: 1st Vice President – Responsible for the following committees, if applicable:

- Fund Raising Committee
- External Affairs/Public Relation Committee
- Membership Committee

2nd Vice President – Responsible for the following committees, if applicable:

- Annual Meeting Committee
- Election Committee
- Newsletter Committee

Sec.3 The President and Vice President may not hold the same position for a maximum of two consecutive terms (i.e. two years without any breaks).

Sec.4 In the event of a vacancy occurring in the office of Presidency, the unexpired term shall be filled by the 1st Vice President. In the event of a vacancy occurring in the office of the 1st Vice President, the unexpired term shall be filled by the 2nd Vice President, if applicable. In the event of a vacancy occurring in the office of the 2nd Vice President, the Board of Directors shall elect such a replacement among the Directors within 60 days. In the event of a vacancy occurring in the office of a Director, the Board of

Directors shall call a special election or work with the affected Chapters within 60 days to elect a successor to fill the unexpected term.

Sec.5 All major decisions of the Board shall be conducted by the means of a mail or electronic ballot. The Board shall discuss and define what are major decisions in Board meetings and record such in the meeting minutes.

Sec.6 The Board shall appoint an Executive Director who shall be a member of the Association to carry out such duties, powers and responsibilities as the Board may prescribe. The Executive Director shall be responsible to the board of Directors. The Executive Director serves as the secretary of the Board, shall attend all meetings of the Association and the Board of Directors. The terms of the Executive Director shall be one from July 1st to June 30th of the next year. The Board shall appoint the Executive Director immediately after the election of the new President and Vice President. Under the oversight of the Board of Directors, the Executive Director is responsible for the daily operation of the Association. The Executive Director shall make an annual report of the Association including financial report to the Board of Directors.

ARTICLE V - Government

Sec.1 The government of the Association shall be vested in the Members. The membership shall establish policies for the operation of the Association in conformity with the provisions of this constitution.

Sec.2 The Board of Directors shall function for all the memberships and shall be responsible to the memberships.

Sec.3 The President, assisted by the Executive Director, shall prepare and present a budget proposal to, and obtain the approval from the Board of Directors during the first month of each term.

ARTICLE VI - Meetings

Sec.1 The Association shall hold an Annual Meeting and may convene additional meetings, conferences and seminars as the Board of Directors deem necessary at any locations. The President shall conduct all meetings. The revenue from the Annual Meeting, and additional meeting, conference, workshops and seminars goes into the Association's account. Whereas a local chapter or a non-chapter organization approved by the Board hosts the Association Annual Meeting, additional meeting, conference, workshop and seminars, the revenue shall be split between the host and the Association unless otherwise approved by the Association Board of Directors.

Sec.2 A report of the financial condition of the Association and reports of principal officers and committees shall be presented at the Annual Meeting.

Sec.3 The Board of Directors shall determine the dates and locations of the Annual Meeting. However, the dates of an Annual Meeting shall be held between January 1st and June 30th of each year.

Sec.4 All meetings shall be conducted in Chinese and/or English only.

ARTICLE VII - Local Chapters

Sec.1 The Association currently has the following local Chapters by a general definition of geographic coverage:

- a. Northern California Chapter
- b. Southern California Chapter
- c. Washington D.C. Chapter
- d. Northeastern U.S. Chapter
- e. Texas Chapter
- f. Florida Chapter
- g. Hong Kong Chapter
- h. Chapter At-Large (covers areas outside of the above-mentioned designated Chapters)

Sec.2 Except for the Chapter At-Large the conduct of which shall be governed by the Constitution of the Association and operate at the headquarters of the Association, the conduct and operation of local Chapters shall be jointly governed by the Constitution of the Association and existing Chapter By-Laws or Chapter Constitutions. The Board of Directors shall resolve any conflict between Constitution of the Association and Chapter By-Laws or Chapter Constitutions. Whereas conflicts still exist, the Consitution of the Association governs.

Sec.3 A new local chapter can be formulated when the Board of Directors approves a petition, signed by no less than twenty members, to formulate such a chapter with an attached Chapter By-Laws or Constitution, and an initial list of chapter officers. The Board of Directors' decision should be rendered within sixty days after the petition is received.

Sec.4 Local Chapters may admit members who do not wish to be a member of ICTPA. Individual local chapters shall establish the local membership criteria and these local members shall not receive full ICTPA membership privileges.

ARTICLE VIII - Committees

Sec.1 The Association shall establish Election, Technology Transfer and other standings or technical committees to carry out functions and activities approved by the Board of Directors.

Sec.2 The Election Committee shall be responsible for election of members of the Board of Directors from all Members and Chapter-at-Large.

- Sec.3 The Technology Transfer Committee shall be responsible for selection of members for participating conferences, seminars or workshops.
- Sec.4 a Chair nominated by the President and approved by the Board of Directors shall head each committee.
- Sec.5 Each committee shall consist of members appointed by the President in conjunction with the committee Chair.
- Sec.6 The committees shall be responsible to the Board of Directors.
- Sec.7 The terms of a committee shall end with the same term of the appointing President. The succeeding President may reappoint such a committee, without any intermission.
- Sec.8 The new President shall submit a list of committees with proposed members during the first month of each term.

ARTICLE IX - Elections

- Sec.1 The Board of Directors shall be notified immediately of any election of new Board members from local Chapters.
- Sec.2 The newly elected Board of Directors' members shall start their term immediately following their respective election or that governed by appropriate By-Laws or Constitution.

ARTICLE X - Amendment

- Sec.1 Proposals to amend this Constitution may be petitioned by the President, by one-third of the Board of Directors or by a petition signed by at least ten (10) members.
- Sec.2 Any amendments to the Constitution shall be made by mail or electronic ballot only and an affirmation vote of two-thirds of all ballots cast shall be necessary for the adoption of any amendment to this Constitution.
- Sec.3 Amendments adopted shall take effect immediately after adoption unless otherwise indicated in the amendment.