

Constitution and Bylaws

Revised March 10, 2013

ARTICLE 1: Name and Identification

The National Local Technical Assistance Program Association (hereinafter "NLTAPA") is an independent, not for profit, dues-supported organization comprising all Local Technical Assistance Program (LTAP) and Tribal Technical Assistance Program (TTAP) Centers in the United States and its territories as designated by the Federal Highway Administration (hereinafter "FHWA TPP"). The National LTAP Association was previously known as the National Association of Transportation Technology Transfer Centers.

ARTICLE 2: Purpose and Activities

Section 2.1 — Purpose

The purpose of NLTAPA is to support efforts of the LTAP and TTAP centers and the FHWA to advance training, workforce development, and technology transfer opportunities for public and tribal transportation agencies in the United States and Puerto Rico. NLTAPA is organized exclusively for charitable, educational, scientific, and public safety purposes within the meaning of Section 501(c)(3) of the US Internal Revenue Code or corresponding provisions of any future US internal revenue law.

Section 2.2 — Activities

To carry out its purpose, the activities of NLTAPA shall be to: enhance communication, coordination, and collaboration among Centers; help Centers improve their individual capacity, value, and productivity; identify products, resources, and opportunities useful for Centers; and represent the goals, needs, and accomplishments of Centers to FHWA TPP and external entities. Specific activities of NLTAPA to fulfill its purpose shall be set forth in work plans and budgets prepared with advice from NLTAPA member Centers, ex-officio members, and NLTAPA committees and work groups.

ARTICLE 3: Membership

Section 3.1 — Definition of Membership

3.1.1 Center Members

Members eligible for voting in NLTAPA shall include all federally designated LTAP and TTAP Centers within the US and its territories. An LTAP or TTAP Center shall become a Center Member of NLTAPA immediately upon execution of the federally recognized agreement that establishes the Center. A Center's membership in NLTAPA ceases upon cancellation or expiration of such agreement. An "Active" Center Member, as defined in Section 3.3, Paragraph 3.3.1 herein, may vote and run for office or as a regional representative.

3.1.2 Ex-officio Members

Ex officio members serve by virtue of their positions, and include representatives from FHWA TPP's LTAP/TTAP Program Office and its LTAP/TTAP Clearinghouse. Ex-officio Members shall not be able to vote in NLTAPA elections or hold elected office in the organization.

3.1.3 Affiliate Members

The Executive Committee (EC) may develop criteria for affiliate membership. Affiliate Members shall not be able to vote in NLTAPA elections or hold elected office in the organization.

Section 3.2 — Membership Dues

3.2.1 Dues amount and term

All LTAP and TTAP Center Members shall contribute annual calendar-year dues to support the activities of NLTAPA. The amount of the dues assessment shall be ratified by affirmative vote of a majority of Active Center Members. [Annual Center Member dues as of the date of ratification of these by-laws are \$500.00] The Executive Committee may establish dues for affiliate members.

3.2.2 Schedule of payment

Notification of the dues assessment for the upcoming calendar year, including payment instructions, shall be sent to the Director of each LTAP/TTAP Center by the NLTAPA Treasurer before September 30 of the preceding year. Dues are payable by April 30 of the calendar year in which they are due. Centers failing to pay the dues assessment by April 30 shall be considered "in arrears" for purposes of Section 3.3.3 herein. The Treasurer shall notify any Centers that are in arrears by May 1.

3.2.3 Changes in dues

A change in the annual dues assessment may be made only by an affirmative vote of a majority of Active Center Members. A motion to change the dues may be made upon recommendation of either the NLTAPA Executive Committee or a majority of Active Center Members in attendance at a general membership meeting. The vote may be conducted electronically.

The call for a dues change, including a statement of rationale both pro and con, shall be presented to Center Members by the Secretary of NLTAPA 30 days before the vote is taken. The dues change vote shall be conducted by the Secretary of NLTAPA on and completed before September 15 of the year before which dues would be scheduled to change so that the annual dues notifications can be prepared as called for in paragraph 3.2.2 of this section.

Section 3.3 — Voting

3.3.1 Definition of "Active Center Member"

An Active Center Member is a Center Member not "in arrears" as defined in Paragraph 3.2.2 herein.

3.3.2 Voting Powers

Each Active Center Member shall have one vote in the election of NLTAPA officers and Regional Representatives to the Executive Committee, dues changes, amendment of these by-laws, or any other matter deemed of sufficient importance by the NLTAPA Executive Committee to be put to a vote of the membership.

3.3.3 Voting Procedures

All balloting by Centers shall be conducted by the Secretary of NLTAPA or by the Secretary's proxy. Votes may be taken either electronically or in person. The Center Director, or that person designated in writing to the NLTAPA Secretary as the Center Director's proxy, shall cast the vote of each Active Member Center.

3.3.4 Suspension of voting privileges

A Center Member whose dues are not paid by May 30 of the year for which they are due shall retain membership in NLTAPA but will lose voting privileges until any and all past dues assessments are paid in full.

3.3.5 Definition of "Majority"

For all decisions and elections requiring a vote of the membership under these bylaws, "majority" shall mean a majority of all Active Center Members.

Section 3.4 — Member Regions

3.4.1 Regions defined

For the purposes of enhancing cooperation and communication among centers, Center Members shall organize themselves into Regions based on mutual interest. As of January 2013, NLTAPA's Regions are as follows:

- Region 1: Connecticut, Massachusetts, Maine, New Hampshire, New Jersey, New York, Rhode Island, Vermont
- Region 2: all Tribal Centers (Colorado, California/Nevada, Michigan Tech, Northern Plains , Northwest, Southern Plains , and Alaska)
- Region 3: Delaware, Maryland, Pennsylvania, Virginia, West Virginia
- Region 4: Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, Puerto Rico, South Carolina, Tennessee
- Region 5: Illinois, Indiana, Michigan, Minnesota, Ohio, Wisconsin

- Region 6: Arkansas, Louisiana, New Mexico, Oklahoma, Texas
- Region 7: Colorado, Iowa, Kansas, Missouri, Montana, Nebraska, North Dakota, South Dakota, Wyoming
- Region 9: Alaska, Arizona, California, Hawaii, Idaho, Nevada, Oregon, Utah, Washington

3.4.2 Changes in regional composition

Subject to approval by the members, Individual Centers may request to change their Regional designation at any time, and whole Regions may request to merge or be created at any time, if the change is in the best interest of the Centers involved, and the Association. A request to change Region requires an affirmative vote by three-fourths of the Active Center Members in the originating region and in the receiving Region. The results of this vote shall be presented to the Executive Committee of NLTAPA to draft a bylaws change to Paragraph 3.4.1 herein. The proposed change shall be presented to the membership for a vote, following the procedures for by-laws amendments as specified in Article 8 herein.

Section 3.5 — Meetings of the Membership

3.5.1 Annual LTAP/TTAP Conference

NLTAPA shall coordinate and co-sponsor an annual summer conference for purposes of enhancing communications among Centers and stakeholders, developing Center staff competencies, and reporting on matters of interest to NLTAPA members. The annual conference shall be co-sponsored by an NLTAPA Region. The host region shall be selected by the NLTAPA Executive Committee on a rotating basis established by the Executive Committee. The NLTAPA Executive Committee shall have responsibility for ensuring that the conference program meets the needs of the national membership. Conference planning committee membership will be determined by the Executive Committee and shall include NLTAPA ex-officio members.

3.5.2 Membership business meetings

The NLTAPA Association will conduct at least two business meetings annually. One will be conducted during the summer annual meeting and another will be conducted in January in conjunction with TRB. These meetings will provide a time for all member centers to receive reports from the officers, all workgroup committee chairs and conference planning committees. The Association will also receive updates from the Clearinghouse and FHWA TPP. The President of NLTAPA will develop an agenda for the meeting which will be available to all members before the meeting.

3.5.2.1 Quorum. A quorum at membership business meetings shall be a majority of Active Center Members.

3.5.2.2 Agenda. The President shall set the agendas for membership business meetings in consultation with the EC. An NLTAPA Member may request to add an item to the agenda by contacting his or her regional representative or the NLTAPA President.

3.5.3 Regional Meetings

Regional meetings shall be held for the purposes of enhancing communication and discussion among Centers about Center-level, regional and national topics. Regions shall meet annually, either face-to-face or electronically, at least six weeks before the summer business meeting of NLTAPA. Each Region shall chair its own meetings and organize its own meeting schedules and agendas but should allow sufficient time for presentations and discussions to be led by FHWA TPP and NLTAPA.

ARTICLE 4 Officers

Section 4.1 — Definition of Officers

The officers of NLTAPA shall be three elected positions, President, a President-Elect, and a Vice-President, and two appointed positions, Secretary and Treasurer. The Secretary and Treasurer shall be appointed by the Executive Committee. The Secretary and Treasurer shall have no voting privileges at EC meetings and no voice by virtue of their positions, other than to present their reports, unless recognized by the chair. The Secretary and Treasurer may be Regional Representatives.

Section 4.2 — Terms of Office

4.2.1 Terms of office for elected officers

An individual elected to serve as an officer of NLTAPA shall serve in a leadership capacity for a term of three years: in year one of this term the officer shall serve as Vice-President, in year two as President-Elect, and in year three as President of NLTAPA. Officers shall be installed into their leadership roles at the close of the Annual LTAP/TTAP Conference. No individual may succeed him/herself into a particular leadership role except in the case of a vacancy as described in Section 7.4, Paragraph 7.4.3 herein. However any individual may be re-elected for additional three- year terms as an officer of NLTAPA.

4.2.2 Terms of office for the Secretary and Treasurer

The Secretary and Treasurer shall serve at the pleasure of the Executive Committee.

Section 4.3 — Duties of the President

The President shall be the chief executive officer of NLTAPA with responsibility for oversight of all business of NLTAPA. The President shall chair all meetings of the Executive Committee and the membership, fix the hour and location of EC meetings, develop the meeting agendas and shall carry out such other duties as called for under these by-laws or as deemed necessary by the Executive Committee to achieve the purpose of NLTAPA. The President, or their designee, shall be the primary representative of NLTAPA to FHWA TPP or external entities. The President shall prepare and present an annual report to the membership at the summer general membership business meeting and solicit input from the

Centers that are present on preparation of the next year's budget and work plan. The President shall appoint the nominating committee following guidelines in Section 7.1.1 herein.

Section 4.4 — Duties of the President-Elect

The President-Elect shall Chair the Annual LTAP/TTAP Conference Planning Committee. The President-Elect, or their designee, shall serve as Parliamentarian at meetings of NLTAPA. The President-Elect, or their designee, shall be the primary representative on FHWA TPP's LTAP/TTAP Strategic Planning Committee and Clearinghouse Steering Committee.

Section 4.5 — Duties of the Vice-President

The Vice President shall prepare the annual budget and work plan and present it to the members at the winter business meeting. The Vice President shall lead NLTAPA's Partnership activities.

Section 4.6 — Duties of the Secretary

The Secretary shall ensure that minutes of all Executive Committee and membership meetings are recorded, approved by the Executive Committee, and posted on the NLTAPA Web site. The Secretary shall notify the membership after each such posting. The Secretary shall ensure that a current list of NLTAPA Center Directors and member contact information is maintained, shall administer election procedures, whether electronic, voice, or written ballots, and shall report the results of votes to the membership. The Secretary shall maintain files of the Operations Manual, Planning Calendar and Constitution and Bylaws. The Secretary shall advise the EC when routine updates should be done.

Section 4.7 — Duties of the Treasurer

The Treasurer shall be the fiscal officer of NLTAPA and shall invoice membership for dues, provide instructions for payment, collect dues, maintain custody of the funds of NLTAPA, and disburse funds with direction from the Executive Committee. The Treasurer shall prepare and submit quarterly written financial reports to the Executive Committee and an annual report to the membership at the annual summer business meeting. The Treasurer shall keep all fiscal and financial records for NLTAPA and shall forward the complete records to the succeeding Treasurer. The Treasurer shall on May 1 each year report to the Executive Committee and the Secretary of NLTAPA the names of any members in arrears.

Section 4.8 — Removal of an Elected Officer

An officer may be removed, if removal is considered to be in the best interest of NLTAPA. Removal requires a majority vote of the Executive Committee and a majority vote of the Active Center Members.

ARTICLE 5 Regional Representatives

Section 5.1 — Election of Regional Representatives

Each Region shall select an individual familiar with Center operations to represent the Region on the NLTAPA Executive Committee. The process for selecting Regional Representatives shall be defined by each Region by mutual agreement. A Regional Representative may designate a proxy to attend a face-to-face or electronic meeting. Proxy shall be given in writing to the Secretary.

Section 5.2 — Terms of Office for Regional Representatives

Regional Representatives shall serve on the EC for a term of three years, beginning and ending at the close of the annual summer business meeting of NLTAPA. The terms of office for Regional Representatives shall be staggered to allow for overlapping terms.

Section 5.3 — Removal of a Regional Representative

A Regional representative may be removed, if removal is considered to be in the best interest of NLTAPA. Removal requires a majority vote of the Executive Committee and a majority vote of the Active Center Members in the representative's Region; or by "Vacancy due to absence/illness" as described in Section 7.4.1.

ARTICLE 6 Executive Committee

Section 6.1 — Definition of the Executive Committee

The Executive Committee (EC) of the NLTAPA shall be composed of the President, President-Elect, and Vice-President of NLTAPA and one representative from each NLTAPA Region. Representatives from the FHWA TPP LTAP/TTAP Program Office and the LTAP/TTAP Clearinghouse shall serve as ex-officio, non-voting members of the Executive Committee.

Section 6.2 — Duties and Powers of the Executive Committee

The EC shall act in the interest of all NLTAPA members in a manner that is ethical and unbiased towards any particular Region, group of Centers or NLTAPA member. The EC shall consult frequently with the membership before effecting any significant organizational change or taking any action that may affect the operation of Centers. The NLTAPA EC shall have the power to make all decisions regarding the operation of the NLTAPA except for those decisions specifically reserved to the membership under these by-laws. Powers of the EC shall include but are not limited to: developing NLTAPA strategic plans, work plans, and operating budgets; appointing and charging chairs and members of standing committees, work groups, and special committees; representing the views of NLTAPA membership to FHWA TPP and other external entities; negotiating memoranda of understanding with partner groups; collecting dues and recommending dues changes to the membership.

The EC may call for a vote of the membership on any matter it deems of great significance. The EC may, with advice from member centers, represent the opinions and positions of its membership to FHWA TPP. Activities of the EC on behalf of all Centers shall not preclude the ability of any individual Center or group of Centers to contact the FHWA TPP LTAP/TTAP Program Office directly in its/their own interest.

Section 6.3 — Executive Committee Meetings

6.3.1 Frequency

The EC shall meet face to face to do the business of NLTAPA at least three times annually, including one meeting in conjunction with the annual meeting of the Transportation Research Board in Washington DC and one meeting in conjunction with Annual LTAP/TTAP Conference. Additional meetings or conference calls may be called as needed at times and locations to be selected by the President with advice from the EC.

6.3.2 Quorum

A quorum of at least a majority of the voting members of the Executive Committee, including at least two of the three voting officers, shall be present for purposes of conducting EC business.

6.3.3 Notification

The schedule and agenda for all EC face to face business meetings shall be posted at least seven days in advance of any meeting on the NLTAPA website. The dates of EC conference calls shall be posted on the NLTAPA Web site at least seven days in advance of any meeting, with contact information for the President, to request more details.

6.3.4 Agenda items

The President shall set agendas for Executive Committee meetings in consultation with the EC. Any Active Member of the Association may place an item on the agenda by contacting his or her regional representative or the NLTAPA President.

6.3.5 Open meetings

All business meetings of the EC, including conference calls, shall be open to the Membership. Such members have a voice but no vote at EC meetings.

6.3.6 Minutes of EC meetings

Minutes of all Executive Committee meetings shall be prepared and posted on the NLTAPA Web site by the Secretary of NLTAPA or their designee in a timely fashion. Minutes shall be considered complete when approved by the EC. The Secretary or their designee shall notify NLTAPA members when minutes have been posted.

ARTICLE 7 Elections

Section 7.1 — Nominating Committee

7.1.1 Creation of the Nominating Committee

The President of NLTAPA shall, with advice from the Executive Committee, appoint a Nominating Committee each year by January 1. The committee shall consist of the President of the Association, the Host Chair for the following year Annual Conference, a Representative of the FHWA TPP/LTAP Strategic Planning Committee, One At Large Member representing Center Operations/Management, and One At Large Member representing TTAPs. The NLTAPA Past-President shall chair the Nominating Committee.

7.1.2 Length of service

The length of service for a nominating committee member shall be one year.

7.1.3 Charge to the Nominating Committee

The Nominating Committee shall use an open and unbiased process to identify at least one well-qualified candidate for each open officer position, including by self-nomination and direct solicitation. The Nominating Committee shall gather sufficient information about each candidate to ensure that the membership is able to make an informed choice.

7.1.4 Nomination guidelines

The Executive Committee shall create procedural guidelines for the Nominating Committee with advice from the membership. The deliberations of the Nominating Committee shall be confidential. No candidate's name shall be placed before the membership for election without permission from the individual.

NLTAPA shall follow the recommendation of Robert's Rules of Order regarding selection of nominating committee members as nominees: "Members of the Nominating Committee are not barred from becoming nominees for offices. To make such a requirement would mean, first, that service on the Nominating Committee carried a penalty by depriving its members of one of the privileges, and second, that appointment to the Nominating Committee could be used to prevent a member from becoming a nominee."

Section 7.2 — Schedule for Nominations and Balloting

There are three stages in the process. The slate of candidates for Vice President or other vacant officer positions, including their qualifications, shall be presented to the Executive Committee by April 1 each year for review. The Chair of the Nominating Committee shall present the slate, including qualifications, to the membership by May 1. Ballots shall be distributed to all eligible Centers on June 1 each year. Balloting shall be completed on or before June 30.

Section 7.3 — Election Procedures

7.3.1 Election of Regional Representatives

Regions 1 and 5 shall elect representatives to the Executive Committee in 2012 and every three years thereafter; Regions 2, 3, and 6 shall elect representatives to the Executive Committee in 2013 and every three years thereafter; and Regions 4, 7, and 9 shall elect representatives to the Executive Committee in

2014 and every three years thereafter. The names of new Regional Representatives shall be conveyed to the President of NLTAPA before June 30 each year, and Regional Representatives shall be installed as members of the Executive Committee at the close of the summer general membership business meeting. Filling a vacated seat of a Regional Representative shall follow the guidelines outlined in Section 7.4.2.

7.3.2 Election of Officers

Balloting for the election of officers shall be electronic, with the process managed by the Secretary of NLTAPA. The chair of the Nominating Committee shall name an alternate to manage the election process if the Secretary is a candidate. Balloting shall begin on June 1 and be completed by June 30. A majority vote of Active Center Members is required for election as an officer of NLTAPA. New Officers will be installed at the end of the summer general membership business meeting. Write in candidates shall be accepted. The Secretary shall inform the Executive Committee and the Nominating Committee, within 2 days of the close of balloting and the membership of the results of the balloting at the next NLTAPA business meeting, unless otherwise directed by the President.

Section 7.4 — Vacancies on the EC

7.4.1 Vacancy due to absence or illness

If a member of the EC fails to attend three consecutive business meetings of the Executive Committee, either face to face or electronic, or fails to carry out duties and provisions of his or her position on the Executive Committee for more than 6 months due to illness or other commitments, the remaining members of the Executive Committee may by majority vote determine that the member has in fact resigned from the EC and initiate filling of the position according to applicable procedures in Paragraph 7.4.2 or 7.4.3 herein.

7.4.2 Filling a vacated seat of a Regional Representative

A vacancy on the Executive Committee created by the resignation, removal, or officer installation of a Regional Representative shall be filled by the affected Region before the next scheduled face-to-face meeting of the EC. The new Representative will serve out the duration of the vacated term.

7.4.3 Filling a vacated Officer position

A vacancy created by the resignation or removal of an NLTAPA officer shall be filled immediately by "moving up" the next leader on the leadership track to fulfill the remainder of the vacated term of office. This officer shall then succeed himself or herself into the office for which he or she was originally scheduled. The President shall temporarily redistribute duties of the Vice-President position to the remaining members of the Executive Committee and contact the Nominating Committee to initiate the process for electing another Vice-President.

ARTICLE 8 Bylaws Amendments

These by-laws may be amended at any time by affirmative vote of a majority of Active Center Members. Proposed amendments shall be submitted to all Center Members in writing four weeks prior to the vote to amend. The Secretary of NLTAPA shall administer voting procedures and inform the Executive Committee and the membership of the results of the vote within 7 days of the close of balloting.

The NLTAPA Constitution and Bylaws shall be reviewed by the Executive Committee and amended at a minimum of 4 years.

ARTICLE 9 Dissolution of NLTAPA

Upon a vote by a majority of Active Center Members to dissolve NLTAPA, the Treasurer shall first pay or make provisions to pay all outstanding liabilities of NLTAPA and then distribute any and all remaining assets of the organization equally among all Active Center Members that at the time of dissolution qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

Adopted by the NTLAPA Membership on March 26,2013.

This Constitution and Bylaws wholly replaces any Constitutions previously adopted. If any portion of this document is declared inconsistent with these Constitution and Bylaws, the rest of this document is deemed valid.

