

BYLAWS
OF
YOUNG PROFESSIONALS IN TRANSPORTATION
YPT ATLANTA CHAPTER

June 24, 2013

ARTICLE I: OFFICES

The principal office of YOUNG PROFESSIONALS IN TRANSPORTATION ATLANTA (“YPT Atlanta,” or “Chapter”) shall be in Atlanta.

ARTICLE II: PURPOSES

The purpose of YPT Atlanta, shall be to engage in any lawful activity for which corporations may be organized under the Georgia Nonprofit Corporation Code of Georgia. The specific purposes for which YPT Atlanta is organized are:

- (i) providing a series of events to aid young professionals in developing successful and meaningful careers, including connections with leading individuals or teams in the transportation field;
- (ii) providing a forum for mutual support and interaction between young transportation professionals, especially for those starting their careers;
- (iii) providing a platform to highlight successes and accomplishments of young professionals in the transportation field through recognitions and awards;
- (iv) providing networking opportunities to help young professionals share innovative ideas and advance their careers;
- (v) providing vehicles for dissemination of information of interest to young professionals in the transportation field; and
- (vi) for any other lawful purpose consistent with the provisions of these Bylaws.

Notwithstanding any other provision of these Bylaws, YPT Atlanta, is organized exclusively for the exempt purposes described in Section 501(c)(6) of the United States Internal Revenue Code of 1986, as now in effect or as may hereafter be amended.

ARTICLE III: RELATIONSHIP WITH PARENT ORGANIZATION

YPT Atlanta is a subordinate regional unit of Young Professionals in Transportation (“YPT International”), a nonprofit corporation headquartered in and organized under the laws of the District of Columbia.

In order to be recognized as a functional Chapter of YPT International, YPT Atlanta Chapter must execute a Chapter Affiliation Agreement (“Chapter Agreement”). All Chapter activities are subject to the terms and conditions of the Chapter Agreement and any written guidelines subsequently provided to Chapter by YPT International.

ARTICLE IV: MEMBERSHIP AND DUES

Section 1. Qualifications.

A Member of YPT Atlanta is any person who is a member of YPT International and located within the area of coverage under YPT Atlanta.

Section 2. Dues.

Members shall not be required to pay dues levied by YPT Atlanta. All matters concerning dues to YPT International shall be governed by the Bylaws of YPT International and the affiliation agreement between YPT Atlanta and YPT International.

Section 3. Member Meetings.

Chapter will comply with all state law regarding annual or regular meetings of the Members. As needed, provisions for these meetings will be included as an addendum to these bylaws.

ARTICLE V: CHAPTER BOARD OF DIRECTORS

Section 1. Qualification and Selection of Chapter Directors.

The business and affairs of YPT Atlanta shall be managed by a Chapter Board of Directors comprised of all of the Officers of YPT Atlanta as defined in Article VI and in any supplemental Chapter policies. Chapter Directors shall be active Members of YPT International and reside within the area of coverage of YPT Atlanta. Chapter Directors shall be elected by the Chapter Members, in accordance with the process described in Article VII.

Section 2. Number of Chapter Directors.

The Chapter Board of Directors shall consist of at least four (4) directors. The Board of Directors may increase the number of Directors by a majority vote.

Section 3. Term of Chapter Directors.

Chapter Directors shall serve for a one (1) year period, beginning November 1 and ending October 31 of the following year. If a Director is elected by run-off ballot after November 1, then

that Director's term shall begin immediately and end October 31 of the following year. There shall be no limit to the number of consecutive terms that Chapter Directors may serve.

Section 4. Vacancies.

Vacancies on the Chapter Board of Directors shall be filled by majority vote of the remaining members of the Chapter Board of Directors. The Chapter Board of Directors may not appoint any individual to be a Director who has previously been removed from the Chapter's Board of Directors by virtue of his or her non-attendance at three (3) consecutive Chapter Board Meetings without notice.

Section 5. General Powers.

Except as otherwise limited by these Bylaws or the Articles of Incorporation, the Board of Directors may exercise all the corporate powers and do all lawful acts authorized by state law.

Section 6. Duties of the Chapter Board of Directors.

The responsibilities of the Chapter Board of Directors shall include:

- (i) the determination of overall goals and priorities to foster growth and development of YPT Atlanta;
- (ii) the assurance of financial solvency for YPT Atlanta, with regular reviews of YPT Atlanta's financial and physical resources, including cash flow, budget approval, and fundraising activities; and
- (iii) the enforcement and execution of all approved and adopted local policies, which must be approved by a majority vote of the Chapter Board of Directors.

A report verified by the Chair shall be circulated annually to the Chapter Board of Directors as well as the YPT International Board of Directors showing in appropriate detail the following:

- (i) the assets and liabilities, including trust funds of YPT Atlanta, as of the end of the immediately preceding fiscal year;
- (ii) the principal changes in assets and liabilities including trust funds during the year immediately preceding the date of the report;
- (iii) the revenue or receipts of YPT Atlanta, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report;
- (iv) the expenses or disbursements of YPT Atlanta for both general and restricted purposes during the year immediately preceding the date of the report; and
- (v) the projected budget for the next fiscal year.

Section 7. Regular and Special Meetings.

Regular meetings shall be held as often as one (1) time each month but no less than three (3) times each year on dates set at least two (2) weeks in advance. Special meetings may be called by the Chapter Chair.

Section 8. Place of Meetings.

The Board of Directors may hold its regular and special meetings at such place as they designate.

Directors may participate in a meeting by any means permitted by state law, including by conference telephone or other electronic communications technology. Such participation shall constitute presence in person at the meeting.

Section 9. Notice of Meetings.

Notice of all meetings of Chapter Directors shall be given in the manner prescribed by resolution of the Chapter Board of Directors. Such notice may be written or oral, may be given personally, by first class mail, by facsimile, by electronic mail, or by phone, and shall state the place, date, and time of the meeting.

Section 10. Presiding Officer.

At all meetings of the Chapter Board of Directors, the Chapter Chair, or in his or her absence a Director chosen by the Chapter Board, shall preside.

Section 11. Parliamentary Authority.

Meetings shall be presided over by the Chapter Chair. Questions of procedure should refer to the Robert's Rules of Order.

Section 12. Quorum.

A quorum shall consist of one-half (1/2) of the Chapter Directors then in office. In the event that one or more Chapter Directors present at a meeting elect not to participate in a Chapter Board action due to a conflict of interest, a quorum for the purposes of such action shall consist of one-half (1/2) of the remaining Chapter Directors in office unless otherwise prescribed by state law.

Section 13. Action by the Directors.

Except as otherwise provided in the Articles of Incorporation or these Bylaws, the action of a majority of the Board who are present and eligible to vote at a meeting at which a quorum is present, shall be the action of the Board of Directors.

Section 14. Conflicts of Interest.

Chapter Directors shall serve YPT Atlanta with the highest degree of undivided duty, loyalty, and care and shall not profit personally from their positions as Directors of YPT Atlanta. Any YPT Atlanta contract or other financial transaction in which a YPT Atlanta Director has a direct or indirect material financial interest must be approved by YPT Atlanta's Board of Directors. No such transaction shall be approved unless the relevant interest is fully disclosed, the interested Director does not vote, and the Chapter Board authorizes the transaction in good faith by a two-thirds (2/3) vote of the remaining Chapter Directors. Chapter Directors shall at all times comply with any Fiduciary Responsibility policy adopted by YPT Atlanta's Board.

Section 15. Compensation.

No Director of YPT Atlanta shall be compensated for his or her service to YPT Atlanta as a Director, but Directors may be reimbursed for expenses incurred in accordance with YPT Atlanta's policies as adopted by the Chapter Board of Directors.

Section 16. Resignation.

Any Chapter Director may resign at any time by giving written notice of such resignation to the Chapter Board of Directors.

Section 17. Removal of Directors.

Any Chapter Director may be removed, with or without cause, by a two-thirds (2/3) vote of the Chapter Board of Directors.

Section 18. Action without a Meeting.

The Chapter Board of Directors may conduct any of its affairs without a meeting if all of the Directors entitled to vote on the relevant subject matter give written consent, which may be provided electronically, to the action on a document which sets forth the specific action to be taken and its implementation timeframe.

Section 19. Minutes and Records.

The Board of Directors shall keep minutes of its meetings and a full account of all of its transactions.

ARTICLE VI: OFFICERS

Section 1. Selection.

Officers of YPT Atlanta shall be elected by the Members during the annual election that determines the Directors of the Chapter. These positions shall include, at a minimum, a Chair, a

Deputy Chair, a Treasurer / Vice Chair for Finance, and a Secretary / Vice Chair for Administration.

Section 2. Chair.

The Chair shall be elected by the Members of YPT Atlanta and serves as the Chief Executive Officer of the organization with such powers and duties as may be articulated in these Bylaws or by resolution of the Chapter Board of Directors. The Chair shall be responsible for day-to-day implementation of the policy and guidelines of the Chapter Board of Directors. The Chair shall preside over Chapter Board meetings, create and appoint members to Committees, and act as chief official representative of YPT Atlanta.

Section 3. Deputy Chair.

The Deputy Chair shall help to coordinate activities involving multiple Directors and assist the Chair in his or her responsibilities. In the absence of the Chair, the Deputy Chair shall act in the official capacity of the Chair and perform all duties of that office.

Section 4. Secretary / Vice Chair for Administration.

The Secretary / Vice Chair for Administration shall keep records of all business and proceedings at Chapter Board meetings. The Vice Chair for Administration shall actively manage the membership and e-mail lists as necessary through use of software under guidance from YPT-National. The Secretary / Vice Chair for Administration shall prepare election documents and coordinate with YPT International Secretary / Vice Chair for Administration to manage the election process.

Section 5. Treasurer / Vice Chair for Finance.

The Treasurer / Vice Chair for Finance shall be responsible for the receipt of dues, and the safekeeping of funds, including the reporting of receipts, expenditures, and balances at the request of the Chapter Board.

ARTICLE VII: ELECTIONS

Section 1. Elections Generally.

The election of Directors and Officers, and voting on any other matter before the Members, shall occur either (1) at the Annual Meeting, or (2) by electronic ballot during the final two full business weeks of the month of October (“Voting Period”). Where electronic ballots are used, YPT International will administer the election for the Chapter.

Section 2. Notice.

Members shall be given notice of the date of the Annual Meeting or commencement of the Voting Period at least thirty (30) days in advance of that date.

Section 3. Nominations.

Members may nominate themselves or other Members to appear on the ballot as candidates for office. Nominations must be submitted at least thirty (30) days prior to the date of the Annual Meeting or commencement of the Voting Period. While a Member may appear on the ballot for more than one office on the Board of Directors, a Member may serve in only one position at a time.

Section 4. Ballot and Publication.

The ballot, containing the nominees for all Director and Officer positions, shall be published to the attention of all Members at least fifteen (15) days prior to the Annual Meeting or commencement of the Voting Period.

The ballot shall be in such form and contain such information as required by state law.

Section 5. Record Date.

Any Member, otherwise eligible to vote, shall be eligible to vote on any action so long as the Member's name appears on the rolls of YPT Atlanta or YPT International as of the date thirty (30) calendar days prior to the meeting at which the vote will be cast or prior to the commencement of the Voting Period.

Section 6. Voting.

Each Member shall be entitled to one (1) vote. Except as otherwise provided in the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the Members who are present in person or by proxy at a meeting at which a quorum exists, or who submit ballots in an election in which a quorum exists, shall be the action of the Members.

Section 7. Election of Directors and Officers.

Directors and Officers shall be elected by a plurality of votes cast. A plurality is defined as the largest number of votes received by any candidate for each position. In the event of a tie, run-off elections shall be held by electronic ballot within ten (10) business days after the Annual Meeting or termination of the Voting Period.

If a Member has been nominated for more than one office, separate ballots shall be used for each office. In the event that a Member is elected to more than one office, the Member must choose which office they will accept. If the Member declines an office for which one or more candidate appears on the ballot, the candidate with the second-highest vote will be declared the winner.

In the event that a Member is elected to one office and receives a tying plurality vote for another office, the Member may either (a) demand a run-off election for the position with the tying vote and forfeit the right to any other position, or (b) forfeit the right to a run-off election for the position with the tying vote.

Section 8. Proxies.

Upon any question put to a vote of the membership, such vote may be cast by proxy vote. If the vote is by proxy, the proxies will be cast along with the votes cast in person at the meeting or by electronic ballot.

ARTICLE VIII: GENERAL PROVISIONS

Section 1. Contracts.

The Chapter Board of Directors, except as these Bylaws provide otherwise, may authorize any Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of YPT Atlanta, and such authority may be general or confined to a specific instance. As stated in Article V above, the Chapter Chair shall be authorized to sign contracts and other legal documents. Unless so authorized by the Chapter Board of Directors, no Chapter Directors (other than the Chair), agent, or employee shall have any power or authority to bind YPT Atlanta by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

Section 2. Deposits.

All funds of YPT Atlanta shall be deposited from time to time to the credit of YPT Atlanta in such banks, trust companies, or other depositories as the Chapter Board of Directors may select.

Section 3. Checks.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness in an amount less than three hundred dollars (\$300.00) shall be signed by the Chapter Chair, Treasurer, or other member of the Board of Directors as appointed by the Chair. Any and all checks, drafts or other instruments obligating YPT Atlanta to pay money in an amount greater than or equal to three hundred dollars (\$300.00) shall be signed on behalf of YPT Atlanta by the Chapter Chair.

Section 4. Dissolution.

Upon the dissolution of the Chapter, the Chapter Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Chapter, dispose of all the assets of the Chapter to YPT International.

ARTICLE IX: BOOKS AND RECORDS

YPT Atlanta shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having and exercising any of the authority of the Board of Directors. All books and records of YPT Atlanta may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X: FISCAL YEAR

The Fiscal Year of YPT Atlanta shall start on November 1 and end on October 31 of the following year or according to the fiscal year used by YPT International.

ARTICLE XI: INDEMNIFICATION

YPT Atlanta shall indemnify its Directors, staff members, committee members, and volunteers to the fullest extent permitted by the law of Georgia.

ARTICLE XII: AMENDMENTS

The Bylaws may be altered, amended, or repealed at any meeting of the Chapter Board of Directors by a two-thirds (2/3) vote of all the Chapter Directors. Members shall not have the power to alter, amend, or repeal the Bylaws except as required under state law. A Chapter must provide a copy of the amended Bylaws to YPT International if altered.

CERTIFICATION

These Bylaws were approved at a meeting of the Chapter Board of Directors by a [6] to [0] ([1] absent) vote on June 24, 2013.



Chris Rome
Chair, YPT Atlanta

6/25/2013

Date



Lindsey Dunnahoo
Vice Chair for Administration / Secretary, YPT Atlanta

6/25/13

Date