



## **Bylaws Revisions (Last revision July 23, 2019)**

### **Page 1 Updates**

- Update to new Logo (without Moving the Nation tagline)
- Update “Headquarters” v/s National Bylaws
- Update the date revised
- Update current address (4121 Wilson Blvd, Ste 901, Arlington, VA 22203)
- Update current website (www.comto.org)
- Remove capital “O” on Conference of Minority... (\*update throughout document)
- Update page numbers (\*update throughout document)

### **Page 2 Updates**

- Update Table of Contents as needed

### **Page 3 Updates**

- Update Table of Contents as needed

### **Page 4 Updates**

- Update Table of Contents as needed

### **Page 5 Updates**

## **ARTICLE I: NAME AND LOCATION**

- Section 2. National office
  - Update to “Headquarters” v/s National Office
  - Update Office location to Arlington v/s Alexandria

## **ARTICLE II: PURPOSES**

- Section 1. Purpose of COMTO
  - A. Update first sentence of paragraph to better reflect articles of incorporation.  
**Currently reads:** “The purpose of COMTO is: to promote diversity, inclusion, equity, fairness, education and advancement resulting in better conditions, circumstances and an environment under which all minority groups and Historically Underutilized Businesses may achieve meaningful representation, participation and beneficial results arising out of and in connection with, operating and/or providing services in the transportation industry.”  
**Revised language:** “The purpose of COMTO is to promote improved conditions and circumstances under which minority groups can achieve meaningful representation, influence, and benefit—especially in connection with public and private transportation systems that receive federal, state, and local funding across all modes, including highways, transit, rail, air, and waterways. In alignment with its founding as a charitable and educational nonprofit, COMTO engages in public



education, research, and leadership development to support a transportation industry representative of the communities served.

### ARTICLE III: MEMBERSHIP

- Section 2. Classes of Membership
  - Update Historically Underutilized Business (HUBs) to Small Business
    - Request of current chair of the HUB Committee – soon to be renamed Small Business Committee
- Section 3. Eligibility for Membership
  - **Update the statement** “The Board of Directors shall have final authority to determine the qualifications and eligibility of any applicant for membership and to approve or not approve any application for membership.”  
**Revised language** “The President & CEO & staff of the organization will be responsible for ensuring the qualifications and eligibility of any applicant for membership is in alignment with the Board of Directors policy on membership.
- Section 4. Meetings of the Membership
  - C. Record Date. Remove this language.
- Section 6. Membership Meeting Quorum
  - A. Update requirement of 200 members in good standing to constitute a quorum.
  - C. Update requirement of 2% members in good standing to constitute quorum.
- Section 7. Annual Meeting of the Membership
  - A. Update language  
**Current language** “A regular annual meeting of the membership shall be held each year on a date and at a site selected by the Board of Directors at least one (1) year prior to the proposed date. Written notice of the time and place of the annual meeting shall be mailed, at least sixty (60) days in advance thereof, by the Chief Executive Officer or the Secretary-Treasurer, to each member entitled to vote at such meeting. A special meeting shall be held at the call of the Board of Directors, or if the holders of at least 10% of all the votes entitled to be cast on an issue proposed to be considered at the proposed special meeting sign, date, and deliver to the COMTO National Office a written notice describing the purpose for which the special meeting is to be held.”  
**Revised** “An annual meeting of the membership shall be held each year in conjunction with the National Meeting & Training Conference on a date and at a site approved by the Board of Directors. A listing of the meeting on the event website & program agenda shall constitute a written notice.”
- Section 10. Termination of Membership
  - B. Update language  
**Current language** “Recommendations for the termination of membership must be made by the CEO to the Board of Directors, with a copy of said recommendation forwarded simultaneously to the member in question. The Recommendation for Membership Revocation must state why continuation of the membership in question would be detrimental to the best interests of COMTO.”



Revised "Recommendations for the termination of membership received by the President & CEO will be reviewed and acted on in accordance with the membership policy. Membership Revocation proceedings will follow the policy protocol.

C. Remove requirement to distribute membership revocation to Board for review and consideration. The Board will approve the policy which will serve as the guideline for revocation.

D. Remove language

#### ARTICLE IV: NATIONAL OFFICERS

- Section 2. Election of National Officers

- C. **Current language** "There is no pre-determined succession within the ranks of the National Officers. However, a member must have served on the Board of Directors to be considered for the positions of National Chair, First Vice-Chair and Second Vice-Chair. The position of Secretary-Treasurer is exempt from this requirement.

**Revised:** There is no pre-determined succession within the ranks of the National Officers with the exception of the First Vice Chair who will advance to Board Chair after one term. However, a member must have served on the Board of Directors in the current or most recent prior term to be considered for the positions of First Vice-Chair or Second Vice-Chair. The position of Secretary-Treasurer is exempt from this requirement.

D. **Remove** "election by the membership at the annual meeting", and "The ballot may include more than one candidate for each position".

**Revised language** "election by the membership every (2) years via electronic ballot".

- F. **Current language** "The staff of the National Office shall issue voting ballots to the general membership. Said ballots shall be returned directly to an independent auditing firm selected by the CEO. Said firm will certify the integrity of the ballots and forward said ballots to the Chair of the Nominating Committee. The Chair of the Nominating Committee shall be responsible for coordinating the Committee's conduct of the election and reporting the outcomes to the Board of Directors and the CEO.
- **Revised language** "The President & CEO shall oversee the issuing of voting ballots to the general membership. Ballots may be issued electronically via voting platform or other contracted service including but not limited to an independent auditing firm selected by the CEO. The Chair of the Nominating Committee shall be responsible for reporting the outcomes to the Board of Directors.

- Section 6. First Vice Chair

- **Addition** "the First Vice Chair shall advance to the rank of Board Chair as a matter of succession. If the first Vice Chair declines or is otherwise unavailable to advance to the rank of Chair, the existing Chair would nominate an eligible successor for consideration who has served currently or in the past term.

#### ARTICLE V: BOARD OF DIRECTORS



- Section 3. Election of At-Large Board Members
  - B. **Remove** “election by the membership at the annual meeting”.  
Revised language “election by the membership every (2) years via electronic ballot”.
  - **Remove** “The ballot may include more than five candidates for each position”.  
Consistency of a slate of nominees being presented
  - C. **Revised language** “The President & CEO shall oversee the issuing of voting ballots to the general membership. Ballots may be issued electronically via voting platform or other contracted service including but not limited to an independent auditing firm selected by the CEO. The Chair of the Nominating Committee shall be responsible for reporting the outcomes to the Board of Directors.
- Section 8. Board Nominating Committee
  - **Update language** “election by the membership at the annual meeting”  
**Revised language** “election by the membership every (2) years via electronic ballot”.
- Section 12. Board Meetings
  - B. Remove requirement for annual meeting
  - C. Update meeting requirement to once per quarter with at least one meeting being face to face
  - E. Remove written notice via mailing requirement for special meetings of the Board (14) days prior

#### **ARTICLE VII: COUNCIL OF PRESIDENTS**

- Section 3. Election and Tenure of Chapter Presidents
  - **Add provision** to address “No Chapter President shall serve for more than two (2) consecutive two year terms.”
  - **Add:** In the case there is no applicant or nominee for Chapter President in a Chapter Election, The Board of Directors in conjunction with the Headquarters office can grant a consideration for an extended term of the current Chapter President or to recruit a Chapter President from the membership, of an eligible replacement.
- Section 5. Meetings of the Council of Presidents
  - A. Update meeting requirement to once per quarter with at least one meeting being face to face

#### **ARTICLE IX: LOCAL CHAPTERS**

- Section 1. Charter of Local Chapters
  - Add language “and policies”

#### **ARTICLE X: GENERAL PROVISIONS**

- Section 3. Notice
  - Remove requirement of meeting notice via telephone, mailing etc to members.

#### **ARTICLE XIII: FUNDS AND SECURITIES**



- Section 6. Bonding & Securities
  - Remove provision.

#### **ARTICLE XV: AMENDMENTS**

- Section 1. Bylaws Amendments and Revisions
  - A. Remove requirement of bylaws revision only during annual meeting of membership. Update to at duly called meeting of Board of Directors, with prior review by Council of Presidents.
  - B. Remove requirement "Amendments or revisions to the Bylaws must be submitted in writing to the membership by the National Office via the Council of Presidents, and by posting the proposed revised version on the official COMTO website with full and proper notification to the membership of such posting, at least thirty (30) days prior to the date of the annual meeting of the membership upon which such amendments will be considered."