

MODEL BYLAWS
OF
YOUNG PROFESSIONALS IN TRANSPORTATION
YPT-HOUSTON CHAPTER

[1/3/2013]

ARTICLE I: OFFICES

The principal office of YOUNG PROFESSIONALS IN TRANSPORTATION (YPT) is located in Washington, D.C., and is hereby referred to as YPT-National. YPT-National may also have offices at such other places as the Board of Directors of YPT-National may from time to time designate or as the purposes of YPT may require. As such, the regional office of YPT-Houston, governed under these bylaws, or referred to as YPT-Houston, CHAPTER or YPT-Houston, shall be in Houston.

ARTICLE II: PURPOSES

The purpose of YPT-Houston, shall be to engage in any lawful activity for which corporations may be organized under the YOUR STATE'S CORPORATIONS STATUTE of YOUR STATE. The specific purposes for which YPT-Houston, is organized are:

- (i) providing a series of events including "Leadership Seminars" involving leading individuals or teams in the transportation field to aid young professionals in developing successful and meaningful careers;
- (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-Houston, is organized exclusively for the promotion of charitable purposes as specified in Section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect of as may hereafter be amended.

ARTICLE III: MEMBERSHIP AND DUES

1. Qualifications:

Membership to YPT-National shall be open to any person currently engaged, or interested, in the transportation sector, regardless of age. If a member is located within the area of coverage under YPT-Houston, such member automatically becomes a member of YPT-Houston.

2. All matters in regards to membership and dues shall be governed by the bylaws of YPT-National.

ARTICLE IV: CHAPTER BOARD OF DIRECTORS

1. Qualification and Selection of Chapter Directors:

The business and affairs of YPT-Houston shall be managed by a Chapter Board of Directors comprised of all of the Officers of the Chapter as defined in Article V. The Chapter Chair shall serve as the Chair of the Chapter Board. Chapter Directors shall be active voting members of YPT within the area of coverage of YPT-Houston. Chapter Directors shall be elected by the Chapter voting members, in accordance with the process described in Article VII.

2. Number of Chapter Directors:

The Chapter Board of Directors shall consist of five (5) directors.

3. Term of Chapter Directors:

The Chapter Board-elect shall serve on the Chapter Board of Directors for a one (1) year period, beginning at the conclusion of the Annual Meeting of YPT-Houston. There shall be no limit to the number of consecutive terms that Chapter Board members may serve.

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 Chapter's Board of Directors by virtue of his or her non-attendance at three (3) consecutive Chapter Board Meetings without notice.

5. 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-Houston; and
- (ii) the assurance of financial solvency for YPT-Houston, with regular reviews of YPT-Houston's financial and physical resources, including cash flow, budget approval, and fundraising activities.

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

- (i) the assets and liabilities, including trust funds of YPT-Houston, 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-Houston, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report;
- (iv) the expenses or disbursements of YPT-Houston 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.

6. Chapter Annual Meetings and Board Meetings:

The Chapter Board of Directors shall meet preferably one (1) time each month but no less than three (3) times each year on dates set one (1) month in advance. Special board meetings may be called by the Chapter Chair. Any or all Chapter Directors may participate in a meeting of the Chapter Board by means of conference telephone or by means of communication by which all persons participating in the meeting are able to hear one another. Such participation shall constitute presence in person at the meeting.

7. 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. If the Chapter Board has not passed such a resolution, notice shall be given at least three days, but not more than three months, prior to the meeting. 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.

8. 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.

9. Parliamentary Authority:

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

10. Quorum:

A quorum shall consist of at least 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 at least one-half (1/2) of the remaining Chapter Directors in office.

11. Conflicts of Interest:

Chapter Directors shall serve YPT-Houston with the highest degree of undivided duty, loyalty, and care and shall not profit personally from their positions as Directors of YPT-Houston. Any YPT-Houston contract or other financial transaction in which a YPT-Houston Director has a direct or indirect material financial interest must be approved by YPT-Houston'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 and Officers shall at all times comply with any Fiduciary Responsibility policy adopted by YPT-Houston's Board.

12. Compensation:

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

13. Resignation:

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

14. 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.

15. 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 signed, written consent to the action on a document which sets forth the specific action to be taken and its implementation timeframe.

ARTICLE V: OFFICERS

1. Selection:

Officers of YPT-Houston shall be selected concurrently through an annual election that determines the members of the Chapter Board of Directors as permitted by law and consistent with the Bylaws. These officer positions include Chair, Deputy Chair, Treasurer / Vice Chair for Finance, Secretary / Vice Chair for Administration, and Vice Chair for Programs.

2. Chair:

The Chair shall be elected by the Voting Members of YPT-Houston 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-Houston.

3. Deputy Chair:

The Deputy Chair shall help to coordinate activities involving multiple Officers 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.

4. Secretary / Vice Chair for Administration:

The Secretary / Vice Chair for Administration shall keep full and accurate records of all business and proceedings at Chapter Board meetings. The Secretary / Vice Chair for Administration shall prepare election documents, including the roster of current Voting Members to be made available during all Chapter Board meetings, and shall manage the election process.

5. Treasurer / Vice Chair for Finance:

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

6. Vice Chair for Programs:

The Vice Chair for Programs shall be responsible for coordinating speakers, dates, and locations for professional development programs and workshops. The Vice Chair for Programs shall be responsible for the organization of networking events.

7. Term of Office:

Officers of YPT shall serve for a term of one (1) year. There shall be no limit to the number of consecutive terms an Officer may serve.

8. Vacancies:

Vacancies for all Officers with the exception of the Chair shall be filled by a plurality vote of the Chapter Board of Directors. The chair shall not vote except in the case of a tie. Vacancy for the position of the Chair shall be filled by an election by Voting Members of YPT-Houston.

ARTICLE VI: ELECTIONS

1. Dates and Prerequisites:

Chapter Elections shall be held every year, during a meeting in the month of October ("Annual Meeting"). Nominations to be on the ballot must be submitted in advance of the Chapter Annual Meeting. Voting Members of YPT-Houston may nominate themselves for positions on the Chapter Board of Directors of YPT-Houston. A Voting Member may be nominated for more than one office on the Chapter Board of Directors, however, a Member can serve in only one position at a time. The ballot, containing the Chapter Board of Directors and applicable Officer positions, and the nominated Voting Members that are running for those positions, should be published to the attention of all Chapter voting members, at least fifteen (15) days prior to elections at the Chapter Annual Meeting. All Chapter General Members and Chapter Voting Members shall be notified by first class mail or electronic mail at least one (1) month prior to the Chapter Annual Meeting of the date and location of the Chapter Annual Meeting. In addition, all nominations must be received at least thirty (30) days prior to the Chapter Annual Meeting, and Voting Membership payment must be received thirty (30) days prior to the Chapter Annual Meeting to be eligible to vote at the subsequent Chapter Annual Meeting.

2. Eligibility to Vote:

Any Chapter 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 in good standing as of the date thirty (30) calendar days prior to the meeting at which the vote will be cast.

3. Voting:

Each Chapter member with voting rights shall be entitled to one (1) vote. Unless otherwise required by law or these Bylaws, the affirmative vote of a majority of the Chapter members present and voting at any meeting where a quorum is present, whether in person or by proxy, shall be sufficient to carry any proposal and shall be an act of the membership.

4. Election of Directors:

The winner of all elections will be determined by a plurality. A plurality is defined as the largest number of votes to be received by any candidate for each position. In the event that there is a tie, a run-off election will be held between the two candidates receiving the most votes for that office. The run-off election will be held electronically seven (7) days after the regular election.

If a Member has been nominated for more than one office, separate ballots should be used for each office. In the event that a Member nominated for more than one office receives the plurality vote in at least two (2) of the offices for which they are nominated, the Member must choose which office they will accept at the Chapter Annual Meeting. 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 such case as a Member's name has been nominated for more than one office, and the Member receives a tying plurality vote in at least one (1) of the offices for which they are nominated, the Member must choose at the Chapter Annual Meeting between (a) demanding a run-off election for the position with the tying ballot and forfeiting the right to any other position, or (b) accepting another position for which that member received a winning plurality of the votes.

5. Proxy Voting:

Upon any question put to a vote of the membership relating to election of Chapter Directors and Officers and amendments to the Bylaws, 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.

ARTICLE VII: GENERAL PROVISIONS

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-Houston, 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-Houston by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

2. Deposits:

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

3. Checks:

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by the Chapter Treasurer or chief staff finance person. Any and all checks, drafts or other instruments obligating YPT-Houston to pay money in an amount greater than ten thousand dollars (\$10,000.00) shall be signed on behalf of YPT-Houston by the Chapter Chair.

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-National.

ARTICLE VIII: RELATIONSHIP WITH PARENT ORGANIZATION

YPT-Houston Chapter is a subordinate regional unit of the parent YPT organization based in Washington, DC. In order to be recognized as a functional Chapter of YPT in good standing, YPT-Houston 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-National.

ARTICLE IX: FISCAL YEAR

The Fiscal Year of YPT-Houston shall start on November 1 and end on October 30 of the following year or according the fiscal year used by YPT-National.

ARTICLE X: INDEMNIFICATION

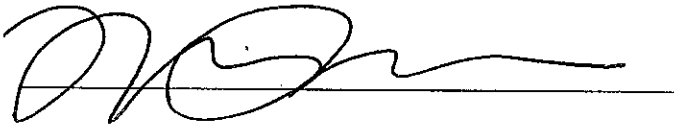
YPT-Houston shall indemnify its Directors, Officers, staff members, committee members and volunteers to the fullest extent permitted by the law of TEXAS.

ARTICLE XI: 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. A Chapter must provide a copy of the amended Bylaws to YPT-National if altered.

CERTIFICATION

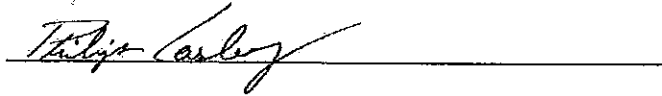
These Bylaws were approved at a meeting of the Chapter Board of Directors by a 6 to 0 vote on 1/3/2013.



Nicolas Norboge
Chair, YPT-Houston

1-3-2013

Date



Phil Lasley
Vice Chair for Administration / Secretary, YPT-Houston

1-3-2013

Date