

## **THE ROAD INFORMATION PROGRAM, INC.**

### **BYLAWS**

#### **ARTICLE I**

##### *OFFICES*

SECTION 1. The registered office shall be in the City of Washington, District of Columbia.

SECTION 2. The corporation may also have offices at such other places both within and without the District of Columbia as the board of directors may from time to time determine.

#### **ARTICLE II**

##### *OBJECTIVES*

SECTION 1. To use its funds exclusively for literary, educational, scientific and testing for public safety purposes, and particularly in making known information relating to highway transportation, including the need for and benefits flowing from the construction of adequate highway, road and surface transportation facilities, and to promote interest and expansion in highway engineering as a profession, in any and every lawful manner, provided that no part of the net earnings of this corporation shall inure to the benefit of any private individual; provided it shall not participate or intervene in any political campaign on behalf of any candidate for public office.

SECTION 2. To receive and maintain a fund or funds and apply the income and principal thereof to the objects and purposes hereinbefore set forth, and as an incident thereof to promote and conduct research in the field of highway engineering by aiding schools, colleges, laboratories, individuals, scientific research projects and useful publications, and by such other agencies and means as shall from time to time be found appropriate for carrying out such purposes, and to make awards, grants, grant scholarships, and create endowments, for the purpose of promoting or carrying on any of the objects and purposes of the corporation.

SECTION 3. To take and hold by bequest, devise, gift, purchase or lease, either absolutely or in trust for and of its purposes, and property, real or personal, without limitation as to amount or value; to convey such property and to invest or reinvest any such property and any increase on income therefrom, and deal with and expend the income and principal of said corporation in such manner as in the sole judgment of its board of directors will best promote its purposes and objects.

SECTION 4. To purchase or otherwise acquire, to hold, use, mortgage, pledge, sell, assign, and transfer, or otherwise dispose of real personal property of every class and description and in particular lands, buildings, mortgages, shares, stocks, debentures, securities, concessions, policies, claims and any interest in real or personal property as may be necessary for investment and for the use, maintenance, or purposes of the corporation.

In pursuance of and not in limitation of the general powers conferred by law, and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following power:

To purchase, lease, hold, receive by gift, devise or bequest, sell, mortgage or otherwise acquire or dispose of such real or personal property as may be necessary to the purposes of this corporation.

To have offices and promote and carry on its objects and purposes, within or without the District of Columbia, and in the states, territories or colonies of the United States and in foreign countries.

Except as otherwise expressly provided, the corporation shall have authority to do all the foregoing acts and things, and all other lawful acts and things necessary or desirable for the attainment of its objects and purposes, both within the District of Columbia and elsewhere throughout the world; provided, however, that the foregoing grant of powers may not be construed to permit the corporation to engage in any activities not themselves in furtherance of literary, educational, scientific or testing for public safety purposes as defined by the Internal Revenue Code and Regulations promulgated thereunder, other than as an insubstantial part of such activities.

### **ARTICLE III**

#### ***DIRECTORS***

SECTION 1. The number of elected directors of the corporation shall be not less than nine or more than 100. These directors shall be elected at a regular or annual meeting of the board of directors and each director elected shall hold office for his designated term or until a successor is elected and qualified. In addition to elected directors, former chairpersons of the corporation, upon conclusion of their service shall become Life Honorary Directors and shall have all the powers, privileges, responsibilities, and limitations pertaining to elected directors. In addition, the board may confer the title of Life Honorary Director upon a director who has not served as chairperson. The board of directors shall consist of the elected and Life Honorary Directors.

SECTION 2. For terms commencing after January 1, 1973, the elected directors serving at the time of the election shall be divided into three approximately equal sized groups; one group to be elected for a term of one (1) year, the second group to be elected for a term of two (2) years and the third group to be elected for a term of three (3) years. As additional directors are

elected to the board, their terms shall be designated by the Board of Directors at the time of election so as to maintain the approximate balance of terms required by this Section, except for replacement of a director who leaves the board, in which case the new director may be elected to that group in which his predecessor served. All subsequent elections shall be for a term not to exceed three (3) years.

SECTION 3. Any directorship to be filled by reason of an increase in the number of elected directors shall be filled by election at a regular meeting or at a special meeting for the directors entitled to vote called for that purpose. Any vacancy occurring among the elected directors for any cause shall be filled by affirmative vote of a majority of the remaining directors participating in the meeting, unless the articles of incorporation otherwise provide.

SECTION 4. The business and affairs of the corporation shall be managed by its board of directors, which may exercise all such all powers of the corporation.

### *MEETINGS OF THE DIRECTORS*

SECTION 5. Meetings of the board of directors, regular or special, may be held within or without the District of Columbia, or by telephone conference call.

SECTION 6. Regular meetings of the board of directors shall be held at such time and at such place as shall from time to time be determined by the board.

SECTION 7. Special meetings of the board of directors may be called at any time by the chairperson or by any two officers or upon the written request of four directors. Written notice of special meetings of the board of directors shall be given to each director at least ten days before the date of the meeting.

SECTION 8. Twenty percent of the elected directors, exclusive of vacancies, shall constitute a quorum for the transaction of business and the act of the majority of the directors participating in a meeting at which a quorum exists shall be the act of the board of directors. If a quorum shall not exist at any meeting of the board of directors, the directors participating thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

### *COMPENSATION OF DIRECTORS*

SECTION 9. The directors shall not be compensated for their services, but upon approval of the board of directors may be reimbursed for actual expenses incurred in the attendance of official meetings, or in participation of authorized activities of TRIP, Inc.

## **ARTICLE IV**

### *MEETING NOTICES*

SECTION 1. Notices to directors shall be in writing mailed to the directors at their addresses appearing on the books of the corporation. Notice by mail shall be deemed to be given at the time when same shall be mailed. Notice to directors may also be given by facsimile or e-mail.

SECTION 2. Whenever any notice is required to be given under the provisions of the statutes or under the provisions of the articles of incorporation or of these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

SECTION 3. Participation of a director in a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 4. All meetings shall be conducted in a manner consistent with compliance with both the letter and the spirit of antitrust laws. If at any time during the course of any meetings staff or officers believe that a sensitive topic under the antitrust laws is being discussed, or is about to be discussed, they will so advise the meeting and halt further discussion. Participants in all meetings likewise should not hesitate to voice any concerns they may have in this regard.

## **ARTICLE V**

### *OFFICERS*

SECTION 1. The officers of the corporation shall consist of a chairperson, a president, one or more vice presidents, a secretary and a treasurer, each of whom shall be elected annually by the board of directors. Any two or more offices may be held by the same person, except the same person may not be both president and secretary.

SECTION 2. The board of directors shall choose from among its elected members a chairperson, a president, one or more vice presidents, a secretary, and a treasurer, whose terms of office shall be one year corresponding to the fiscal year. Officers may succeed themselves, but the chairperson and president may not hold the same office more than three (3) consecutive one-year terms.

SECTION 3. The board of directors shall appoint an executive director and may elect or appoint such other officers, assistant officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined from time to time by the board.

SECTION 4. The salaries of all officers and agents of the corporation shall be fixed by the board of directors.

SECTION 5. The officers of the corporation shall hold office for a period of one year beginning January 1 following their election which shall be held during the Board Meeting to be regularly scheduled each year during the last quarter of the year or until their successors are chosen and qualify. Any director, officer, or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any vacancy occurring in any office of the corporation by death, resignation, removal, or otherwise shall be filled by the board of directors.

#### *THE CHAIRPERSON*

SECTION 6. The chairperson shall be the chief executive and operations officer of the corporation, shall appoint committees and be ex officio a member of all committees, and shall see that all orders and resolutions of the board of directors are carried into effect. The chairperson shall execute bonds, mortgages, and other contracts requiring a seal under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation. The chairperson shall preside at all meetings of the board of directors and executive committee, and shall perform such other duties and have such other powers within the scope of these bylaws as the board of directors may from time to time prescribe.

#### *THE PRESIDENT*

SECTION 7. The president shall execute bonds, mortgages, and other contracts requiring a seal under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation. The president shall perform the duties incidental to the office, and shall perform such other duties and have such other powers within the scope of these bylaws as the board of directors may from time to time prescribe. The president shall, in the absence or disability of the chairperson, perform the duties and exercise the powers of the chairperson.

### *THE VICE PRESIDENTS*

SECTION 8. The vice presidents shall, in the order of their office in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

### *THE SECRETARY*

SECTION 9. The secretary shall keep in safe custody the seal of the corporation and, when authorized by the board of directors, affix the same to any instrument requiring it and, when so affixed, said instrument shall be attested by the secretary's signature or by the signature of the treasurer.

### *THE TREASURER*

SECTION 10. The treasurer shall oversee the corporate funds and securities and shall oversee the accounts of receipts and disbursements in books belonging to the corporation and deposits of all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors.

The Treasurer shall oversee disbursement of the funds of the corporation as may be ordered by the board of directors, including proper vouchers for such disbursements, and shall render to the president and the board of directors, at its regular meetings, or when the board of directors so requires, an account of transactions and of the financial condition of the corporation. An annual independent audit shall be conducted by an independent certified public accountant designated by the board of directors.

A fidelity bond shall be acquired by The Road Information Program, Inc., to guarantee faithful performance of all employees, officers and directors in an amount to be designated by the board and in an insurance company acceptable to the board.

### *THE EXECUTIVE DIRECTOR*

SECTION 11. The executive director shall serve at the pleasure of the board of directors, with compensation fixed by said board. The executive director shall have responsibility for the management and direction of all operations, programs, activities and affairs of the corporation, including employment and termination of employment and the determination of compensation of members of the staff and supporting personnel, functioning within the framework of policy aims and programs as determined by the board of directors; provided however that the board of directors may require advance approval in matters related to employment and compensation of any deputy director or other senior staff person. The executive director shall

record all the proceedings of the meetings of the corporation and of the board of directors in a document to be kept for that purpose. The executive director shall give, or cause to be given, notice of all meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or chairperson, under whose supervision the executive director shall be.

## **ARTICLE VI**

### *COMMITTEES*

SECTION 1. There are to be four permanent committees, namely, Executive Committee, Nominating Committee, Budget and Finance Committee, and Fundraising Committee to be elected by the board of directors. The elected members of the committees shall hold office for a period of one year beginning January 1 following their election or until their successors are chosen and qualify. Their election shall normally occur at the same meeting as the one at which officers are elected.

SECTION 2. The chairperson, subject to the approval of the board of directors, shall appoint such standing, special or subcommittees as may be required by the bylaws or as he may find necessary.

SECTION 3. There shall be elected annually by the board of directors six members thereof, who, along with the past chairpersons (voting ex officio members) and officers, shall constitute an executive committee. The executive committee will meet at the call of the chairperson, and upon a finding that an action of the board of directors is required before the next scheduled meeting of said board for the proper conduct of the corporation's business and goals, the executive committee may exercise the powers of the board of directors, reporting to the board of directors at its succeeding meeting any action taken. Seven members shall constitute a quorum for the transaction of business. The executive committee shall seek ratification of its actions at the next meeting of the board of directors.

SECTION 4. There shall be elected annually by the board of directors four members thereof, who, with the incumbent chairperson, officers and the past chairpersons, available to serve, shall constitute a nominating committee. Said committee shall recommend to the board of directors a candidate for each of the elected offices of the board.

SECTION 5. There shall be elected annually by the board of directors, two members thereof, who, with the incumbent president and treasurer, shall constitute a budget and finance committee. The treasurer shall serve as chairperson of the committee. The committee shall annually recommend a budget for the operation of the corporation for the next year by March 1 of that year. The committee shall also recommend to the board of directors programs for financing the corporation and amendments to the current budget.

Section 6. There shall be elected annually by the board of directors, up to seven members thereof, who, with the incumbent president, vice presidents and treasurer shall constitute a fundraising committee. The president shall serve as chairperson of the committee. The committee shall be comprised of representatives from the various market segments represented on the board of directors and shall help generate leads of potential TRIP financial supporters.

SECTION 7. Nominations for officers may also be made by any director, with the consent of the nominee, at the meeting of the board of directors at which officers are elected.

## **ARTICLE VII**

### *GENERAL PROVISIONS*

#### *CHECKS*

SECTION 1. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

#### *FISCAL YEAR*

SECTION 2. The fiscal year of the corporation shall begin on the first day of January.

#### *SEAL*

SECTION 3. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words "Incorporated, District of Columbia." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

#### *ANNUAL BUDGET*

SECTION 4. The board of directors each year shall adopt a budget, which shall set forth the estimated expense and corresponding revenue required for the corporation for its fiscal year. The budget may be modified or amended during the year by the action of the board of directors at any regular or special meeting of the board.

## **ARTICLE VIII**

### *AMENDMENTS*

SECTION 1. These bylaws may be altered, amended, or repealed at any meeting of the



board of directors if such meeting complies with these bylaws, and if the notice of such proposed action be contained in the notice of such meeting, and if a copy of the proposed changes is mailed or emailed to the last recorded address of each director. Such actions to alter, amend, or repeal these bylaws shall require affirmative vote by two thirds of the board of directors participating in the meeting.