

**BYLAWS OF
INTERMODAL FREIGHT TRANSPORTATION INSTITUTE
EXECUTIVE BOARD**

ARTICLE I – NAME AND MISSION

Section 1 – Name: The name of the organization shall be the Intermodal Freight Transportation Institute Executive Board (IFTI).

Section 2 – Executive Board Mission: The mission of the IFTI Executive Board is to provide support and guidance to the Intermodal Freight Transportation Institute. The Board shall assess the strategic direction of IFTI and review all programs and activities. It shall review IFTI's financial position and make recommendations and assist in fund raising and development. It shall provide recommendations for potential new initiatives to be considered in the areas of research, education, and technology transfer. It shall monitor and make recommendations for enhancing the Freight Transportation Leadership Academy.

Section 3 – Purposes of the Institute: The Intermodal Freight Transportation Institute (IFTI) is organized exclusively for research and educational purposes with the intent to satisfy the workforce needs of the transportation industry.

The vision is that IFTI will be a nationally recognized leader in linking **people** to **solutions** in freight and logistics through research, education and technology transfer activities.

- Research Objectives:
 - Perform cutting-edge freight transportation research of regional and national significance
 - Establish cooperative research programs with other leading universities
 - Concentrate transportation and transportation related research to policy, modeling, simulation, green technologies, and sustainability
 - Support private sector research initiatives
- Education Objectives:
 - Foster the educational and professional development of K-12 learners; university undergraduate and graduate students and practicing transportation professionals
 - Provide a focus on educational pathways to satisfy industry needs
- Technology Transfer Objectives:
 - Educate and engage constituents through significant technology transfer activities and transportation workforce development activities
 - Use technology transfer activities to enhance career pathways

ARTICLE II — EXECUTIVE BOARD MEMBERSHIP

Section 1 — Executive Board Size and Compensation: The Executive Board shall have up to 16, but no fewer than 8 members. The Executive Board receives no compensation other than reasonable expenses.

Section 2 — Terms: The terms of Executive Board members shall be staggered. Initial Executive Board members shall serve staggered terms of one, two and three years. Thereafter, Executive Board members shall serve three-year terms, but are eligible for re-election for up to five consecutive terms.

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Section 3 — Meetings and Notice: The Executive Board shall meet at least semi-annually, at an agreed upon time and place. An official Executive Board meeting requires that each Executive Board member have written notice at least two weeks in advance.

Section 4 — Board Appointments: New members and current members shall be appointed by the Director, Intermodal Freight Transportation Institute in consultation with the membership of the Executive Board.

Section 5 – Ex-Officio Members: The following positions shall be Ex-Officio Executive Board members: 1) Representative of Vanderbilt University, VECTOR 2) Dean, Herff College of Engineering, University of Memphis 3) Dean, Fogelman College of Business, University of Memphis and 4) Associate Provost for Research, University of Memphis. In addition, an Executive Board secretary shall be appointed by the IFTI Director.

Section 6 — Quorum: A quorum must be attended by at least fifty percent of Executive Board members for business transactions to take place and motions to pass.

Section 7 — Officers and Duties:

- The chair of the Executive Board will be selected from the Executive Board membership. The chair shall convene and preside over regularly scheduled Executive Board meetings.
- The secretary, appointed by the IFTI Director from the staff as a non-voting member of the Executive Board, shall be responsible for keeping records of Executive Board actions, including overseeing the taking of minutes at all Executive Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Executive Board member, and assuring that records are maintained.

Section 8 — Vacancies: When a vacancy on the Executive Board exists mid-term, the IFTI Director will solicit nominations for new members from present Executive Board members at least two weeks in advance of an Executive Board meeting. These nominations shall be sent out to Executive Board members with the regular Executive Board meeting announcement, to be voted upon at the next Executive Board meeting. The vacancy will be filled at either the end of the particular board member's term or in the case of an immediate vacancy, at the next regularly scheduled Executive Board meeting.

Section 9 — Resignation, Termination, and Absences: Resignation from the Executive Board must be in writing and received by the secretary. An Executive Board member shall be terminated from the Executive Board due to excess absences, more than two unexcused absences from Executive Board meetings in two years. An Executive Board member may be removed by the IFTI director of any reason that is detrimental to the existence of IFTI and its programs. Additionally, an Executive Board member may be removed for other reasons by a two-thirds vote of the remaining members.

Section 10 — Special Meetings: Special meetings of the Executive Board shall be called upon the request of the chair, IFTI director, or one-third of the Executive Board. Notices of special meetings shall be sent out by the secretary to each Executive Board member at least two weeks in advance.

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ARTICLE IV – ROLES AND RESPONSIBILITIES

Section 1 – Executive Board Roles:

- Each Executive Board member shall serve on one or more committees established by the Executive Board.
- The Executive Board shall review research programs and make suggestions for additional focus areas and new initiatives in the areas of research, education and technology transfer.
- The Executive Board shall review IFTI's financial position and assist in fund raising and development.
- The Executive Board shall monitor and make recommendations for enhancing the Freight Transportation Leadership Academy.

Section 2 – IFTI Staff Roles:

- The director of IFTI has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The director plays a major role in resource development and in representing the Institute within and outside the community.
- The associate director of IFTI prepares and reviews a financial report at each Executive Board meeting.
- The IFTI staff will attend all Executive Board meetings, report on the progress of the organization, answer questions of the Executive Board members and carry out the duties described in the job description. The Executive Board can designate other duties as necessary.

ARTICLE V — COMMITTEES

Section 1 — Committee Formation: The Executive Board may create committees as needed, such as financial sustainability, research, and Freight Transportation Leadership Academy. The Executive Board chair appoints all committee chairs.

ARTICLE VI — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of the Executive Board. Proposed amendments must be submitted to the secretary to be sent out with regular Executive Board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the Executive Board members by two-thirds majority vote on April 26, 2012.