

# BYLAWS

## International Professional Association for Transport & Health (IPATH) Gaylord, Michigan - USA

### ARTICLE I. NAME AND PURPOSE

#### Section 1 International Professional Association for Transport & Health (IPATH)

International Professional Association for Transport & Health (IPATH) herein referred to as "IPATH" will be the name of this organization. It shall be incorporated under the laws of the State of Michigan.

#### Section 2 Purpose

IPATH is incorporated as a for-profit entity. The purpose of the organization is:

##### A. Mission

The International Professional Association for Transport & Health (IPATH) is a platform for cross-disciplinary and multi-sector professionals working at the intersection of transport and health. The aim of IPATH is to share information, exchange ideas, and foster collaboration to improve health, quality of life and well-being in communities by advocating for the integration of health in the urban and transport planning agendas.

##### B. Vision

- To create an accepted professional discipline for transport and health;
- To support and encourage research and best practices aimed at integrating health into the transport and urban planning and strategic decision-making processes; and
- To build a cohesive community of cross-disciplinary and multi-sector professionals

#### Section 3 Non-Discrimination Policy

Pursuant to Title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973 and the Age Discrimination Act of 1975, IPATH recruits, employs, assigns and promotes staff, terminates employment, accepts, volunteers and board members, determines rates of pay and other benefits without discrimination on the basis of age, gender, sexual orientation, disability, ethnic identity, religion or creed.

#### Section 4 Organizational Chart

The IPATH organizational chart (Figure 1) shows the internal structure of the association. The chart provides a clear visual depiction of the hierarchy with ranks and reporting structure of elected offices and positions of employment that make up the association. This chart will be updated to reflect organic growth and changing needs of the association.

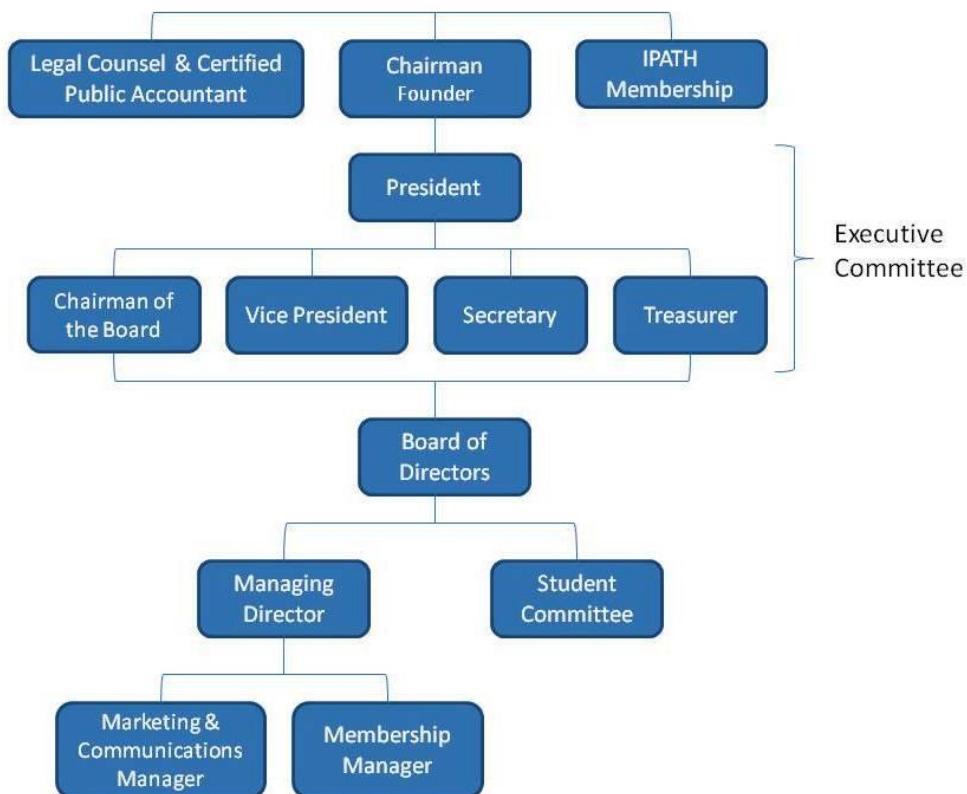


Figure 1

## ARTICLE II. MEMBERSHIP

The members of the organization shall be the Board of Directors and all individuals with active/paid annual membership dues.

### Section 1 Term of Membership

The term of a paid membership shall be designated as **1 January through 31 December** with renewal of dues during the month of December. Membership is available throughout the calendar year. There will be no prorated membership fee for an individual joining IPATH after the month of January.

### Section 2 Membership Fees

Membership fees are as follows and maybe amended pursuant to approval following a vote by the Board of Directors.

#### General Membership

\$125.00/yr

Open to individuals who have earned an undergraduate or graduate degree(s) in any field applicable to transport and health. Individuals under the General Membership category are eligible to vote and hold office. Individual exceptions are considered and approved by the Board of Directors.

Early Career Professional Membership

\$95.00/yr

Open to individuals who have graduated within the last 24 months and are transitioning into the workforce. This membership type is available for three (3) consecutive years. Early Career Professional Memberships are entitled to all the privileges of General Membership at a reduced rate.

Retired Professional Membership

\$75.00/yr

Open to individuals 65 years and older. Retired Professional Memberships are entitled to all privileges of the General Membership at a reduced rate.

Non-OECD or Developing World Membership

\$65.00/yr

Open to individuals who are from Non-Organization for Economic Co-Operation and Development (OECD) countries. Non-OECD or Developing World Memberships are entitled to all privileges of General Membership at a reduced rate.

Student Membership

\$45.00/yr

Limited to full-time undergraduate, masters and doctoral level students. A copy of a current transcript or verification from the university registrar is required and must accompany the completed membership application. Student Memberships are entitled to all the privileges of a General Membership at a reduced rate.

Affiliate Membership

Open to any organization, public agency or private company working at the intersection of transport and health with the specific aim to improve health and well-being in their local community. Affiliate members are entitled to all the privileges of a General Membership. Fees for IPATH affiliates are based on the number of staff to receive membership benefits. Each member is required to complete the on-line membership application. It is recommended that the Affiliate send a list of staff to be included in the membership to Membership Manager to ensure proper documentation.

Tier I	Tier II	Tier III
5 Staff	10 Staff	15 Staff
\$1,500	\$3,500	\$5,000

Section 3 Transport & Health Study Group (THSG) – United Kingdom

Pursuant to the Memorandum of Understanding (MOU) by and between IPATH and the [Transport & Health Study Group \(THSG\)](#), IPATH membership will include membership to THSG. IPATH will pay to THSG £5.00 (based on variable currency exchange rates) for each new and renewed IPATH membership to cover dual membership in THSG.

**Section 4 Scholarships and Program Development**

A portion of the affiliate membership dues will be used to create IPATH scholarship opportunities to attend ICTH and facilitate the development of new IPATH programs. Affiliate members will have their logos and brief description included on the IPATH website and in the ICTH on-line and printed programme.

**ARTICLE III. BOARD OF DIRECTORS**

**Section 1 Powers and Duties of the Board**

The Board of Directors shall manage the organization, property and affairs of the organization, and may exercise and delegate any and all of the powers of the organization as it sees fit, subject only to restrictions imposed by statute, the organization Articles of Incorporation, and these Bylaws. The Board of Directors shall establish business and administrative policies; authorize operational goals and objectives; emphasize overall business planning; authorize agreements and contracts; adopt the budget; approve committee appointments; provide for the maintenance of headquarters; employ, direct and discharge executive personnel; authorize meetings; review committee reports; and determine action to be taken. Board members shall actively participate in public education and outreach, solicitation of sponsorship and/or donations, and event and campaign planning.

**Section 2 Number of Directors and Compensation**

The board shall have up to 15, but not fewer than 10 members. The board receives compensation in the form of waived membership dues (year two of service), reduced registration fees for the International Conference on Transport & Health (ICTH), workshops, training and seminars.

**Section 3 Term**

Board members shall be elected to two-years (2) terms and are eligible for election for up to two consecutive terms. Directors may be re-nominated for service on the board following a one-year absence from the board. Lifetime service to the organization is limited to eight (8) years.

**Section 4 Elections**

The Nominating Committee will nominate one person for each of the available seats to be filled on the Board of Directors by October of each year. New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

**Section 5 Quorum**

A quorum will consist of a simple majority (51%) of the Board of Directors. A quorum of the Board of Directors must be present to conduct business.

**Section 6 Meetings**

Regular meetings of the Board of Directors shall be held as determined by the Board. Special meetings of the Board of Directors may be held at any time upon twenty-four (24) hour notice,

oral or written, by the President, Secretary, Treasurer, or by three other members of the Board of Directors.

Section 7 Notice of Meetings

Written notice stating the place, date and hour of any regular meeting of the Board of Directors shall be delivered personally, electronically, or by mail to each Director with a minimum of ten (10) days notice.

Section 8 Electronic Meetings

Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone call or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

Section 9 Resignations, Termination and Absences

Resignation from the board must be in writing and received by the President or the Secretary. Board members may be excused from attendance upon notification to the President prior to the scheduled meeting. Board members shall be terminated from the board due to excess absences, and or more than two unexcused absences from board meetings in a 12 month period. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 Vacancies

Vacancies occurring on the Board of Directors may be filled at any time via a temporary appointment by the President with approval of two-thirds vote of the Board of Directors. The appointment will be for the unexpired term of the position. Fulfillment of appointed partial terms shall not count toward a director's term; appointed directors may serve additional full terms subject to term limitations addressed in Section 3.

## **ARTICLE IV. OFFICERS**

Section 1 General

The Officers of this Company shall be President, President-Elect, Past President, Chair/Executive Director, Secretary, and Treasurer. Each Officer of this Corporation shall be a member of the Board of Directors.

Section 2 Election and Terms of Office

All officers, except for the Chair/Executive director, shall be elected for a two (2) year term with no more than two (2) consecutive two-year terms in the same office. No one person may hold more than one office at the same time.

Section 3 Resignation and Removal

Whenever, in the judgment of the Board of Directors, the best interests of the organization will be served, any officer may be removed from office by the affirmative vote of two-thirds of the

Board of Directors. Any officer may resign at any time by delivering a written resignation to the President or the Secretary.

Section 4 Vacancies

In the event a vacancy occurs in any Officer's position, it shall be filled in the following manner until the next annual election:

1. President - The President-Elect shall assume the office.
2. In case of vacancy in the office of both President and President-Elect, the duties of the Office of President shall be performed by the Secretary, until replacements are elected by the Board.
3. The Board of Directors shall elect replacements for all other vacancies.

Section 5 Duties and Responsibilities of Officers

The Officers shall possess such powers and perform such duties as shall be determined by the Board of Directors. Said positions will also be applicable to the IPATH Student Committee. A job description of each officer position is available as **Appendix A** to the Bylaws. Subsequent positions of the company will be reflected as an Addendum to Section 5.

- a. The President of the Board shall:
  - Preside at all meetings of the membership and all meetings of the Board of Directors and the Executive Committee;
  - Perform other duties customary to the Office of President, or as directed by the Board of Directors; and
  - Be an ex officio non-voting member of all committees.
- b. The President-Elect of the Board shall:
  - Perform such duties as the President and/or the Board of Directors may determine;
  - In the absence of the President, shall perform the duties of the President; and
  - Serve as Chair of the Strategic Planning Committee and an ex officio member of the nominating committee.
- c. The Chair/Executive Director shall:
  - Be appointed by the Board of Directors and shall serve as the salaried chief executive of IPATH;
  - Be charged with the responsibility of operating, managing and directing company business, including the employment of individuals to carry out the purposes of IPATH; and
  - Execute bonds, mortgages and other contracts except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of IPATH.
- d. The Past President of the Board shall:
  - Perform such duties as the President and/or the Board of Directors may determine;

- Serve as Chair of the Nominating Committee.
- e. The Secretary shall:
  - Oversee notice and maintenance of the minutes of the meetings the Board of Directors, and the Executive Committee; and
  - Perform other duties customary to the Office of the Secretary, and as may be required by the Board of Directors or the President of the Board.
- f. The Treasurer shall:
  - Be the custodian of the corporate funds of IPATH, however received, save and except for such funds as the Board of Directors may from time to time entrust to the care and use of designated paid employees of IPATH, to be used exclusively for the operation of IPATH;
  - Serve as Chair of the Finance Committee;
  - Disburse the funds of IPATH as ordered by the Board of Directors;
  - Oversee day-to-day authority for managing the finances of IPATH;
  - Provide such financial reports and statements as the Board of Directors or Executive Committee may from time to time require or request; and
  - Supervise the keeping and auditing of the accounts which shall be open at all times to inspection by the Board of Directors and the Executive Committee

## **ARTICLE V. COMMITTEES**

### **Section 1 Committee Formation**

The board may create committees as needed. The President appoints all committee chairs from the membership of the Board. Limited term task forces may be appointed by the President at any time with approval by the Executive Committee; standing and longer term committees shall be created with the affirmation of majority vote of the board.

### **Section 2 Executive Committee**

Board officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. The uncompensated members of the Executive Committee shall be responsible for conducting the performance review of the Executive Director.

### **Section 3 Finance Committee**

The treasurer is the chair of the Finance Committee, which has at minimum five (5) members. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee.

Section 3.1 Audit Task Force

The Finance Committee on an annual basis shall appoint an audit task force who shall monitor the audit process. The task force shall be chaired by a member of the board that does not serve on the Finance Committee and shall have at minimum two (2) members from the Finance Committee represented.

Section 4 Strategic Planning

The Strategic Planning Committee shall be chaired by the President-Elect of the board and consist of not less than five (5) members. The Committee shall monitor the implementation of the strategic plan.

Section 5 Nominating Committee

The nominating committee shall be chaired by the past president and consist of not less than three (3) members. Members of the nominating committee are not eligible for officer positions. The President-Elect shall serve as an ex officio member of this committee. The committee shall be responsible for selecting a slate of directors and officers for consideration by the full board on an annual basis.

## **ARTICLE VI. EXECUTION OF DOCUMENTS**

Section 1 Documents, Obligations and Disbursements

Policies regarding documents, obligations and disbursements are set forth in the organization's operations policies, which shall be reviewed on an annual basis by the board.

## **ARTICLE VII. PARLIAMENTARY AUTHORITY**

Section 1 Fiscal Year

The designated fiscal year of this Limited Liability Company (LLC) shall be January 1st to December 31st.

Section 2 Parliamentary Authority

The most recent edition of [Robert's Rules of Order](#) shall serve as the Parliamentary Authority for the organization, including the Student Committee.

## **ARTICLE VIII. INDEMNIFICATION**

Section 1 General

Unless expressly prohibited by law, the organization shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or in testate, is or was a director, officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation, against all expenses (including

attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

Section 2 Limitation of Liability

Officers, directors and other persons who perform services for the organization and who do not receive compensation other than reimbursement of expenses ("volunteers") shall be immune from civil liability. Additionally, persons regularly employed to perform a service for a salary or wage ("employees") shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of the corporation in an amount greater than the amount of total compensation (other than reimbursement of expenses) received during the twelve (12) months immediately preceding the act or omission for which liability was imposed. Regardless of the amount of liability insurance maintained, this limitation of liability for volunteers and employees shall not apply when the injury or damage was a result of the volunteer or employee's willful misconduct, crime (unless the volunteer or employee had reasonable cause to believe that the act was lawful), transaction that resulted in an improper personal benefit of money, property or service to the volunteer or employee, or act or omission that was not in good faith and was beyond the scope of authority of the corporation pursuant to this act or the corporate charter. This limitation of liability shall not apply to any licensed professional employee operating in his or her professional capacity. The Corporation is liable only to the extent of the applicable limits of insurance coverage it maintains.

**ARTICLE IX. AMENDMENTS**

Section 1 Amendments

The Governance Committee shall review the Bylaws annually. In order to amend the Bylaws, notice of the proposed amendment shall be delivered personally, electronically or by mail to each member of the Board of Directors at least two weeks prior to the time of the vote on the proposed amendment. The Bylaws shall be amended by a 2/3 vote of the Board of Directors.

Bylaws certified by Board of Directors:

Albert Almasy  
President, Board of Directors

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Secretary, Board of Directors

Board Approval Date: 21 December 2017

# **Appendix A**

## **IPATH Officer Job Descriptions**

# IPATH Board Member

*Reports to the IPATH Board President*

## **Position Summary**

The International Professional Association for Transport and Health (IPATH) Board of Directors are legally charged with the responsibility to govern the organization and is accountable to the membership and other stakeholders.

## **Qualifications**

All IPATH board members will also be active/paying members of the organization. Leaders with relevant industry experience, strategic and problem-solving skills, and strong interpersonal and negotiation skills will be considered. The IPATH Board will represent a mix of cultural, educational and professional backgrounds to ensure a variety of perspectives are represented on organizational issues.

## **Term of Office**

A board member will be elected by a vote of the membership to serve a term of two (2) years and is eligible to serve a maximum of two (2) consecutive full terms upon successful re-election by the membership at the conclusion of the first term of office.

## **Duties and Responsibilities**

IPATH Board members agree to the following roles and responsibilities:

- Sign and date the IPATH Code of Ethics
- Be informed about the organization's mission, services, policies, and programs
- Regularly attend monthly board meetings and other related meetings, including the International Conference on Transport & Health (ICTH)
- Review and comment on IPATH agenda items, minutes and reports.
- Make a commitment to participate actively in committee work
- Volunteer for and willingly accept assignments to be completed thoroughly and by the agreed upon deadline
- Remain informed with regard to IPATH Board business and advocacy activities
- Proactively builds a collegial working relationship with fellow board members that contributes to the overall mission of IPATH
- Assist with IPATH membership goals; including communications and marketing
- Actively participant in creating and maintaining the IPATH strategic plan, bylaws and other operational activities necessary to organically grow the organization
- Above all possess: honesty, sensitivity to and tolerance of differing views, a friendly, responsive, and patient approach, community-building skills, *personal integrity*, a developed sense of values, concern for IPATH's development, and a *sense of humor!*

# IPATH Board of Directors/Executive Committee - President

*Reports to the Board Chair/Executive Director*

## **Summary**

The International Professional Association for Transport and Health (IPATH) President is the general manager and chief executive officer of the organization. The President provides leadership to the Board of Directors, Executive Committee and the general membership at large through collaborative development, promotion, coordination, planning and evaluation of the association's mission, vision, objectives, bylaws and strategic plans.

## **Qualifications**

The President is an active IPATH member, articulate and knowledgeable professional representative of the organization to the general public and to other entities; a role model for the organization who can offer innovative ideas and provide guidance and direction to others. The President possesses working knowledge of IPATH Board business; demonstrates excellent written and verbal communication skills, as well as critical thinking skills; and works within established timelines.

## **Term of Office**

The President will be elected by a vote of the membership at large to serve a term of two years and is eligible to serve a maximum of two consecutive full terms upon successful re-election by the membership at the conclusion of the first term of office.

## **Duties and Responsibilities**

Subject to the control of the Board, the President has general supervision, direction and control of the business, activities and officers (other than the chair of the board) of IPATH. The President has the general powers and duties of management usually vested in the office of president and general manager of a business enterprise and such other powers and duties as may be prescribed by the Board of Directors. The President shall be responsible for, but not limited to:

- All of the roles and responsibilities of an IPATH Board member
- Ensuring the organization's activities are compliant and in furtherance of its mission
- Leading, managing, and developing the organization's Board of Directors, staff, volunteers, and organizational culture
- Developing, implementing, monitoring, and assessing the organization's programs (including their impact)
- Developing, implementing, monitoring, and assessing sound and compliant financial management practices (including budgeting)
- Developing, informing, and supporting the Board of Directors and the board committees and/or sub-committees to carry out their governance functions
- Partnering with the Chair of the Board to help ensure the Board's directives, policies, and resolutions are carried out

- Working with the development staff and Chair of the Board in cultivating and soliciting grant applications, membership goals and conference activities
- Recommends to the board which committees are to be established.
  - Seeks volunteers for committees and coordinates individual board member assignments
  - Makes sure each committee has a chairperson, and stays in touch with chairpersons to be sure that their work is carried out;
  - Identifies committee recommendations that should be presented to the full board.
- Determines whether executive committee meetings are necessary and convenes the committee accordingly.
- Develops and maintains beneficial relationships with partner organizations, supporters, collaborators, allies, vendors, and other stakeholders
- Ensuring effective external communications about the organization and its mission, priorities, importance, programs, and activities
  - Speaks to the media and the community on behalf of the organization
  - Champions the organization and advocating its mission to internal and external stakeholders
- Keeping informed and the organization's leadership informed of significant developments and changes in the internal and external environment
- Leading the organization's planning processes
- Ensuring legal compliance (including all required filings) and sound risk management practices
- Chairs the Executive Board of Directors meetings, and prepares the agenda and provides secondary minute review.
- Works closely with the Executive Board of Directors in prioritizing association needs to reflect the mission, goals, objectives and capabilities of IPATH.
- Collaborates with the Executive Board of Directors to continually develop and maintain realistic, high quality organizational standards.
- Works closely with the Executive Treasurer to ensure the safety of the association's financial resources.  
Evaluates and strives to improve association benefits for the membership.
- Reports activities of the Executive Board of Directors to the Board membership during the ICTH annual meeting.
- If at any time during the term of office, the President does not feel that he/she can perform certain job duties, he/she should notify the Vice President in writing the specifics of any concerns. The Vice President and the Board will work with the President on a potential resolution.
- The President is not permitted to miss more than two meetings per year, barring any emergencies. To be excused from a specified Board meeting, she/he must notify the Board and arrange for a proxy. The President specifically names a non-voting member to whom the proxy is assigned. A no-show without prior notification is defined as an unexcused absence.

# IPATH Board of Directors – Chairman of the Board & Executive Director

## **Summary**

The Chairman of the Board is a partner to the President and other board members. The Board Chair provides leadership to the International Professional Association for Transport and Health (IPATH) as it transitions from a newly formed organization into a sustainable global entity. The Board Chair will support and sustain the work of IPATH, and provide governance leadership and strategic support.

## **Qualifications**

An active member of IPATH with a proven track record in leadership, fiscal and strategic management and an entrepreneur spirit; savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals. Excellent written and oral communication skills coupled with natural affinity for public speaking; personal qualities of integrity, credibility, and passion.

## **Term of Office**

Not applicable

## **Duties and Responsibilities**

The Chairman of the Board shall, preside at all meetings of the Board and the Executive Committee, act as a liaison between the Board and the President to help ensure the Board's directives and resolutions are carried out, and exercise and perform such other powers and duties as may be from time to time prescribed by the Board. The Chair of the Board shall be responsible for:

- Being a trusted advisor to the President as he/she develops and implements the IPATH strategic plan
- Leading the Board and Executive Committee to carry out its governance functions
- Ensuring the Board has approved policies to help ensure sound and compliant governance and management of the organization
- Partnering with the President/CEO to lead the development and refinement of impact metrics
- Assessing the performance of the Board and its committees
- Assuring ongoing recruitment, development, and contributions of Board members
- Partnering with the President/CEO to help ensure the Board's directives, policies, and resolutions are carried out
- Working with the President/CEO in cultivating and soliciting grants and individual gifts
- Coordinating an annual performance review of the President/CEO
- Setting priorities and creating agendas for meetings of the Board and Executive Committee
- Presiding over meetings of the Board and Executive Committee

- Manages the daily responsibilities of IPATH paid employees, including quality of work, payroll, employee review processes and other human resource related activities.
- Serving as an ambassador of the organization and advocating its mission to internal and external stakeholders
- Sign and date the IPATH Code of Ethics
- Regularly attend monthly board meetings and other related meetings, including the International Conference on Transport & Health (ICTH)
- Review and comment on IPATH agenda items, minutes and reports.
- Make a commitment to participate actively in committee work
- Volunteer for and willingly accept assignments to be completed thoroughly and by the agreed upon deadline
- Remain informed with regard to IPATH Board business and advocacy activities
- Proactively builds a collegial working relationship with fellow board members that contributes to the overall mission of IPATH
- Assist with IPATH membership goals; including communications and marketing
- Actively participant in creating and maintaining the IPATH strategic plan, bylaws and other operational activities necessary to organic growth of the organization.

# IPATH Executive Board – Vice President/President-Elect

*Reports to the IPATH President*

## **Summary**

The position of IPATH Vice President is the President-Elect. As such, the Vice President serves as the President in his/her absence.

## **Qualifications**

An active member of IPATH; articulate, knowledgeable and professional in representing the organization to the general public and other professional associations; and a role model for the organization.

## **Term of Office**

The Vice President will be elected by a vote of the membership and is a member of the Executive Board, to serve a term of two years and is eligible to serve a maximum of two consecutive full terms upon successful re-election by the membership at the conclusion of the first term of office.

## **Duties and Responsibilities**

- IPATH Board member
- Performs responsibilities of the President when the President cannot be available
- Works closely with the President and other board members
- Participates closely with the President to develop and implement officer transition plans
- Performs other responsibilities as assigned by the Board
- Regularly attend monthly board meetings and other related meetings, including the International Conference on Transport & Health (ICTH)
- Review and comment on IPATH agenda items, minutes and reports.
- Make a commitment to participate actively in committee work
- Volunteer for and willingly accept assignments to be completed thoroughly and by the agreed upon deadline
- Remain informed with regard to IPATH Board business and advocacy activities
- Proactively builds a collegial working relationship with fellow board members that contributes to the overall mission of IPATH
- Assist with IPATH membership goals; including communications and marketing
- Actively participant in creating and maintaining the IPATH strategic plan, bylaws and other operational activities necessary to organic growth of the organization
- Fills a vacancy in the office of Executive President
- Chairs the Executive Board of Directors meetings and/or Board of Directors meetings in the absence of the President
- Supports the Executive President in all of his/her duties and responsibilities
- Serves in place of any Board member who is unable to fulfill a position until the next election or until the position can be filled by an appointment of the President
- Orients and acts as a mentor to the incoming Vice President

- Reviews the current job description with the incoming Vice President
- Discusses each of the job duties with the incoming Vice President, and assures that any questions or concerns are answered
- Provides sample documents for specific job duties as requested by the incoming Vice President
- If at any time during the term of office, the Vice President does not feel that he/she can perform certain job duties, he/she should notify the President in writing the specifics of any concerns. The President or other appointed Board member will work with the Vice President on a potential resolution
- The Vice President is not permitted to miss more than two meetings per year, barring any emergencies. To be excused from a specified Board meeting, she/he must notify the Board and arrange for a proxy. The Vice President will specifically name a non-voting member to whom the proxy is assigned. A no-show without prior notification is defined as an unexcused absence.

# IPATH Executive Board – Secretary

Reports to the Executive President

## Summary

The Secretary assures current and archived written records of IPATH are maintained by the President. The Secretary also provides support for association initiatives and strategic planning.

## Qualifications

The Secretary is an active member of IPATH, a member of the Board and Executive Board. The Secretary will be and proficient in MS Office and “back-office” software; technical vocabulary of relevant industry; familiarity with basic research methods and reporting techniques; excellent organizational and time-management skills; outstanding communication and negotiation abilities; integrity and confidentiality..

## Term of Office

The Secretary will be elected by a vote of the Board and/or IPATH membership to serve a term of two (2) years and is eligible to serve a maximum of two (2) consecutive full terms upon successful re-election by the Board and/or membership at the conclusion of the first term of office.

## Duties and Responsibilities

- Sign and date the IPATH Code of Ethics
- Maintains records of the board and ensures effective management of organization's records
- Responsible for the creation, edit and distribution of the meeting minutes from both the monthly IPATH Executive and Board of Directors meetings
- Is sufficiently familiar with legal documents (articles, by-laws, regulatory, etc.) to note applicability during meetings
- Regularly attend monthly board meetings and other related meetings, including the International Conference on Transport & Health (ICTH)
- Review and comment on IPATH agenda items, minutes and reports
- Sends an electronic copy of said minutes to the Chair to upload to the IPATH webpage within thirty (30) days of meeting dates
- Assures the retention of historical records of the association by the Executive President
- Assists with Executive Board of Directors' correspondence when necessary
- Coordinates with the Executive President to include proposed bylaw amendments in the ballot for voting to the Board and when appropriate, all active members, and assures outcomes are communicated during the International Conference on Transport & Health (ICTH)
  - Updated bylaws will be posted on the IPATH website
- Reviews/revises/updates Executive Board Code of Ethics every two years (on odd years) and as needed
- Reviews/revises/updates IPATH bylaws every year and as needed
- Review/revises/updates membership materials as needed

- Orients and acts as a mentor to the incoming Secretary
  - Reviews the current job description with the incoming Secretary
  - Discusses each of the job duties with the incoming Secretary, and assures that any questions or concerns are answered
  - Provides sample documents for specific job duties as requested by the incoming Secretary
- Make a commitment to participate actively in committee work
- Volunteer for and willingly accept assignments to be completed thoroughly and by the agreed upon deadline
- Remain informed with regard to IPATH Board business and advocacy activities
- Proactively builds a collegial working relationship with fellow board members that contributes to the overall mission of IPATH
- Assist with IPATH membership goals; including communications and marketing
- Actively participant in creating and maintaining the IPATH strategic plan, bylaws and other operational activities necessary to organic growth of the organization
- If at any time during the term of office, the Secretary does not feel that he/she can perform certain job duties, he/she should notify the President in writing the specifics of any concerns. The President or other appointed Board member will work with the Secretary on a potential resolution.
- The Secretary is not permitted to miss more than two meetings per year, barring any emergencies. To be excused from a specified Board meeting, she/he must notify the Board and arrange for a proxy. The Secretary will specifically name a non-voting member to whom the proxy is assigned. A no-show without prior notification is defined as an unexcused absence.

# IPATH Board of Directors – Treasurer

*Reports to the IPATH President*

## **Summary**

The Treasurer ensures the fiscal accountability of the International Professional Association for Transport & Health (IPATH), is able to perform the duties and responsibilities of this position, and provides support for association initiatives and strategic planning.

## **Qualifications**

The Treasurer is an active member of IPATH and a member of the Executive Board with proven fiscal and strategic management skills.

## **Term of Office**

The Treasurer is elected by a vote of the membership to serve a term of two years and is eligible to serve a maximum of two consecutive full terms upon successful re-election by the membership at the conclusion of the first term of office.

## **Duties and Responsibilities**

- All of the responsibilities of an IPATH board member
- Manages finances of the organization
- Administrates fiscal matters of the organization
- Provides annual budget to the board for members' approval
- Ensures development and board review of financial policies and procedures
- Ensures the fiscal viability of IPATH by coordinating the maintenance of the treasury expense records with the Chair and President
- Financial records are maintained by the Chair in the TPH Link office
- Oversees that budget line items are appropriately charged and paid
- Prepares, analyses and tracks trends in financial reports upon the request of the President and Board of Directors
- Prepares the annual budget with the assistance of the Chair
- Submits the Treasurer's report to the Executive Board at each Board meeting.
- The Treasurer will seek Executive Board review for any financial variances and addresses and communicates any financial issues as they arise
- Orients and acts as a mentor to the incoming Treasurer
  - Reviews the current job description with the incoming Treasurer
  - Discusses each of the job duties with the incoming Treasurer, and assures that any questions or concerns are answered
  - Provides sample documents for specific job duties as requested by the incoming Executive Treasurer
- If at any time during the term of office, the Treasurer does not feel that he/she can perform certain job duties, he/she should notify the President in writing the specifics of any concerns.
- The President or other appointed Board member will work with the Executive Treasurer on a potential resolution

- The Treasurer is not permitted to miss more than two meetings per year, barring any emergencies. To be excused from a specified board meeting, she/he must notify the Board and arrange for a proxy. The Treasurer will specifically name a non-voting member to whom the proxy is assigned. A no-show without prior notification is defined as an unexcused absence.

# IPATH Membership Manager

*Reports to the Board Chair who will serve as the Managing Director*

## **Position Summary**

The Membership Manager plays an integral role in attracting, retaining and engaging the IPATH membership. The Membership Manager will work closely with the Managing Director to execute the organization's membership strategy and will be directly responsible for the management of all data and processes related to membership recruitment and retention. The Membership Manager will also oversee the operations and logistics of all member engagement events, including the International Conference on Transport & Health (ICTH) which hosts the IPATH annual conference, and other events/programs.

## **Qualifications**

- Bachelor's degree and at least 2-years professional experience required; master's degree in relevant field preferred.
- Demonstrated ability to provide quality customer service and to lead and balance work with a variety of internal and external stakeholders.
- Program planning, implementation and evaluation experience preferred.
- Demonstrated facility with managing, facilitating and presenting to committees, trainings and groups.
- Highly organized and detail-oriented, flexible and collaborative with an ability to prioritize and manage multiple tasks simultaneously.
- Excellent written and oral communication skills and positive, can-do attitude.
- Proficiency in Microsoft Office suite, including Excel and Power Point.
- Personal qualities of integrity, credibility and a commitment to IPATH's mission

## **Duties and Responsibilities**

Although the position of Membership Manager is not an elected position on the Board of Directors, the incumbent is expected to abide by the same set of standards and expectations as a member of the board. In addition, the Membership Manager agrees to the following roles and responsibilities:

### **Member Recruitment and Retention**

- Responsible for management of all membership data, tracking and reporting, including but not limited to:
  - Updating and maintaining membership records
  - Managing recruitment and retention tracking and reports
  - Collecting and analyzing current, new and potential member information
  - Managing all aspects of the database
  - Monthly new member list to THSG
- Assist members with day-to-day needs, including facilitating member benefit usage
- Oversee, and execute as needed, the regular print and electronic communications related to an organization's membership status, renewal, etc.
- Assist in ongoing assessment and enhancement of member recruitment and retention plans

- Share in the day-to-day operations of the organization as it relates to the duties of the position.

### **Member Engagement**

- Assist with the logistics of ICTH, including but not limited to, recruitment and communications with speakers and presenters, venue details, program logistics, registration and day-of-coordination
- Oversee the logistics of conference workshop selection process, including preparation and dissemination of rating process
- Work with the IPATH BOD to coordinate other events, including advance planning, logistics, and follow-up
- Manage event satisfaction and other member surveys

# IPATH Marketing Communications Manager

*Reports to the Board Chair who will serve as the Managing Director*

## **Position Summary**

The Marketing Communications Manager reports to the Managing Director and will perform a variety of tasks, such as the creation and development of consistent messaging in print and online advertising, email marketing, website management and content development, press releases, bylined articles, white papers, corporate videos and marketing collateral, marketing budget development and cost tracking.

## **Qualifications**

- Bachelor's degree and at least 2-years professional experience required in English, Journalism, Marketing or Communications or other relevant field preferred.
- Demonstrated ability to lead and balance work with a variety of internal and external stakeholders.
- Program planning, implementation and evaluation experience preferred.
- Demonstrated ability to facilitate and present to committees, trainings and groups.
- Highly organized and detail-oriented, flexible and collaborative with an ability to prioritize and manage multiple tasks simultaneously.
- Excellent written and oral communication skills complemented by a positive can-do attitude.
- Proficiency in Microsoft Office suite, including Excel and PowerPoint. InDesign and other publication software experience preferred.
- Personal qualities of creativity, willingness to take risk, integrity, credibility and a commitment to IPATH's mission

## **Duties and Responsibilities**

Although the position of Marketing Communications Manager is not an elected position on the IPATH Board of Directors, the incumbent is expected to abide by the same set of standards and expectations as a member of the board pursuant to the job description. In addition, the Marketing Communications Manager agrees to the following roles and responsibilities:

- Must be a confident communicator and presenter
- Strong writing, editing, proofreading, layout and design, professional printing/publishing skills are essential, including ability to present concepts verbally
- Must possess excellent organizational and planning skills
- Superior project management and time management skills
- A wide degree of creativity and latitude
- Strong knowledge and understanding of current trends in digital media/social media
- Self motivated with a positive and professional approach to management
- Serves as the editor-in-chief for the Right PATH Newsletter (quarterly and/or monthly)
- Development of an integrated communications strategy as part of the IPATH strategic plan that incorporates public relations techniques, marketing and online/social media.
- Implements communications plans to increase brand awareness and recognition for IPATH.

- Writing of press releases, brief descriptive articles for submission to scientific and/or practice journals, organizational publications, etc., as appropriate.
- Collating and analyzing current communications and messages and ensuring consistency.
- Developing and leading IPATH's external communication strategy with regard to brand perspective to potential members, professional collaborators and other stakeholders.
- Overseeing the annual communications budget and ensuring its use is fully maximized.