

By-Laws

Michigan Tech Transportation Institute

Terminology

Unless otherwise stated, annual or yearly references are based on the Michigan Technological University (Michigan Tech) fiscal year beginning on July 1 and ending June 30 the following calendar year.

Activities

A Michigan Tech Transportation Institute (MTTI) Activity is any externally funded research, education, training, product development, outreach, or technology transfer project that is transportation-related, has been processed with a transmittal form indicating MTTI as the designated institute, and has been approved by the Michigan Tech Sponsored Programs Office (SPO). Internal Research and Development (IRAD) funding provided to MTTI is proportional to the indirect cost (IDC) recovered from MTTI Activities. Therefore, as an institute, MTTI allocates resources to an Activity in proportion to the level of IDC recovery of the Activity. For this purpose, Activities are classified as either a Revenue Activity or a Non-Revenue Activity. A Revenue Activity is defined as any single Activity that will result in a minimum average IDC recovery of \$5000/year over the duration of the project. All other Activities are considered to be a Non-Revenue Activity. To determine the class of any given Activity, the estimate of IDC recovery is based on the total F&A charged in the approved budget, or the modified budget if a budget modification has been processed after the project has started, divided by the project duration. F&A budgeted as cost share is not included when evaluating the status of a MTTI Activity. For a Revenue Activity, it is recognized that the actual IDC recovery in a given year of the project may be more or less than \$5000, depending on the expenditures that year. Final approval for submission of a project as a MTTI Activity is the responsibility of the MTTI Director. A MTTI Activity is deemed existing, as compared to proposed, after Michigan Tech has executed a contract with the sponsor and established the necessary indices for the project.

Membership

MTTI membership is available to all Michigan Tech faculty and staff involved in or pursuing MTTI Activities. Members are classified into two groups: *Principal Members* and *Affiliate Members*. All others are eligible to be a *Friend of the Institute*.

Principal Members - Those who in the last three years have served as the Principal Investigator¹ (PI) or Co-Principal Investigator² (Co-PI) on a MTTI Revenue Activity or a combination of MTTI Non-Revenue Activities that provide the same level of IDC recovery as the minimum Revenue Activity (i.e. \$5000/year).

Affiliate Members - Those who in the last three years have submitted a MTTI proposal, or have participated in a MTTI Activity as a Co-PI³, or are currently participating in a MTTI Activity as a Co-PI³, and do not meet the criteria of a Principal Member.

Friends of the Institute - All others who seek to participate in a MTTI Activity.

Membership status is established annually based on Activities at the start of the Michigan Tech fiscal year.

¹ This definition includes those serving as a PI on a subcontract.

² This applies only to Co-PIs that have a separate index for the project(s) on which they are Co-PI and are being used to establish the IDC recovery for that individual's project(s). IDC recovery is based upon the total project IDC recovery, not the IDC associated with the Co-PI index.

³ There is no index or IDC recovery requirement for this level of membership as is the case for a Principal Member.

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Governance

Director

The Director is installed, renewed, or removed by a simple majority vote of the Principal and Affiliate Members and with approval of the Vice President of Research (VPR). The Director serves a three-year term and may serve an unlimited number of terms. The Director may be compensated for service through direct support if the Director is professional staff, or either academic year or summer salary if the Director is a faculty member. Any compensation is approved as part of the MTTI operating budget. The Director reports to the Vice President of Research.

Executive Committee

An elected Executive Committee will guide MTTI. The Executive Committee will consist of five members elected by and from the Principal and Affiliate Members. The Executive Committee will also include the MTTI Director serving as an *ex officio* (non-voting) member. The Executive Committee shall have not more than three (3) Principal Members and two (2) Affiliate Members^{4,5}.

A term for an Executive Committee member is three (3) years and terms are staggered such that at least one (1) member is elected each year.⁶ The election to seat the Executive Committee will be conducted each year in the Spring academic semester. The ballot will list all eligible candidates by category (i.e. Principal or Affiliate Member) and each Principal or Affiliate Member will vote for not more than three (3) Principal Members and not more than two (2) Affiliate Members, and not more than one (1) vote per candidate. The candidate receiving the highest number of votes in their respective category will serve on the Executive Committee. In the case of a tie vote, the open Executive Committee seat will be filled by randomly selecting a name from the pool of those candidates involved in the tie. An Executive Committee member may serve an unlimited number of successive terms. The in-coming Executive Committee members will begin service on July 1.

By a simple majority vote, the Executive Committee may delegate its authority on any specific issue to the MTTI Director, a MTTI Principal or Affiliate Member, or an *ad hoc* committee. When the Executive Committee chooses to delegate authority, it will have responsibility for designating to whom they will delegate, including who is eligible to serve on the *ad hoc* committee and how the committee will be seated. The Executive Committee will establish the charge and time line for that individual or committee to operate within and that individual or committee will report to the Executive Committee. In situations where a conflict of interest exists for an Executive Committee member, the affected committee member will recuse them self and a temporary committee member will be elected in accordance with procedures outlined in these MTTI By-Laws.

⁴ In the event there are not enough Principal or Affiliate Members to meet the minimum number that can serve on the Executive Committee, the open seat(s) can be filled by a member of either group.

⁵ The exact composition of the Executive Committee could vary as a member's status may change between Affiliate and Principal over the course of a member's term. At each election cycle, the seat(s) being filled (i.e. Principal or Affiliate) will be those necessary to achieve, if possible, the 3:2 ratio described above. A member's status (i.e. Principal or Affiliate) is determined at the time of election.

⁶ The initial election of the Executive Committee will provide for staggered terms such that those receiving the most votes will serve a full three (3) year initial term, the second place candidate will serve a two (2) year initial term, and the third place candidate, in the case of Principal Members, will serve a one (1) year initial term. After the initial election, newly elected Executive Committee members will serve for a three (3) year period (i.e. each year spanning from July 1 – June 30) with at least one member being replaced each year. This footnote will be deleted from the By-Laws without a vote after the initial election.

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Resources

MTTI resources will be allocated and assigned based upon procedures outlined in the MTTI Resource Allocation Guidelines. The MTTI Resource Allocation Guidelines must be reviewed annually by the Executive Committee and approved annually by a 2/3 majority of the MTTI Principal and Affiliate members.

Voting

In all cases of voting, except for votes of the Executive Committee, the basis for vote tallies will be the total number of votes cast, not the total number of eligible voters.

A Principal or Affiliate Member may assign any other Principal, Affiliate Member, or Friend of the Institute their proxy for voting on any issue provided the Director is notified of the proxy either in writing, or verbally and witnessed by another MTTI Principal or Affiliate Member in advance of the vote.

In the case of a vote of the Executive Committee, a member may vote in support or dissent, or abstain. A minimum of three (3) Executive Committee members must vote in support of a ballot item for that ballot item to be passed. If a majority opinion (3 votes) in support or dissent is not achieved at the Executive Committee because one or more Executive Committee Members fails to vote or abstains, the matter of business is brought to MTTI membership for resolution. In this situation, a simple majority of all MTTI Principal and Affiliate Members is required to support or not support the issue before the Executive Committee.

In the event that an Executive Committee member has a conflict of interest regarding an issue before the Committee, or is unable to serve, or a seat is vacant for any reason, a temporary replacement will be elected by the Principal and Affiliate Members following the procedures used to normally elect members to the Executive Committee. In the case of a conflict of interest, the temporary member will only serve for such time necessary to resolve the issue before the Committee. During that time, the temporary member will only debate or vote on the issue associated with the conflict of interest. In the case of an Executive Committee member being unable to serve, the temporary member will serve until the original Executive Committee member is able to return. In the case of a vacant seat, the temporary member will serve the remainder of the original member's term.

All MTTI Principal and Affiliate Members will be notified of a ballot no less than 24 hours prior to distribution of the ballots.

The Executive Committee will determine the proper voting procedure for any required vote.

If at any time, any eligible voter requests a secret ballot on any issue, a secret ballot is required. This ruling is not subject to discussion or vote.

In the case of a vote of the MTTI voting membership, including elections of the Director and Executive Committee, 50% + 1 vote ballot return is required for an election to be considered valid and binding. A ballot marked as an abstention is counted in the ballot return, but is not counted in determining the resolution of the ballot.

If an election is determined to be invalid, all ballots will be destroyed and the election will be conducted again.

The Executive Committee or their designee will conduct the ballot count.

Quorum

For any meeting of the whole where business is conducted on a voice vote or secret ballot, a quorum will consist of 50% + 1 of all Principal and Affiliate Members. For all other meetings no quorum is required. Proxies do not count towards a quorum.