

**Economic Commission for Europe**

**Inland Transport Committee**

**Working Party on the Transport of Dangerous Goods**

**Joint Meeting of the RID Committee of Experts and the**

**Working Party on the Transport of Dangerous Goods**

Bern, 13–17 March 2017

Item 9 of the provisional agenda

**Any other business**

**19 December 2016**

**Request for consultative status – Annex to  
ECE/TRANS/WP.15/AC.1/2017/16**

**Note by the secretariat**

1. Reference is made to ECE/TRANS/WP.15/AC.1/2017/16, paragraph 8.
2. The bylaws of the Council on Safe Transportation of Hazardous Articles (COSTHA) are attached hereafter.

# COSTHA BYLAWS

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## ARTICLE I

### Corporate Identity

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1. **Name and Location.** This corporation shall be known and designated as “The Council on Safe Transportation of Hazardous Articles, Inc.” (COSTHA).

## ARTICLE II

### Purposes and Powers

1. COSTHA has the purposes and powers stated in its Article of Incorporation in the State of Delaware, 1980, and such other powers as are now or may be granted hereafter by the Bylaws or otherwise by law.
2. A primary purpose of COSTHA is to assist its members and the public in evaluating the practicality and efficacy of laws, rules, and regulations for the safe transportation and distribution of hazardous materials and dangerous goods. This is accomplished through the accumulation, exchange and coordination of information and viewpoints from its members, the industry and trade organizations. COSTHA also shall assist its members and the general public in understanding the requirements for transporting hazardous materials and dangerous goods in commerce.
3. COSTHA shall encourage research and studies to enhance the safe global transportation of hazardous materials and dangerous goods. COSTHA shall work with and assist other persons, groups or organizations, in both the private and public sector, in the formulation or improvement of policies, procedures, laws, and regulations applicable to the global transportation and distribution of hazardous materials and dangerous goods.
4. COSTHA shall express the views of its members on appropriate laws and regulations, including petitioning for changes or exceptions, and may seek judicial review of certain actions. To accomplish this, COSTHA intends to monitor and be active on the major global regulatory bodies that impact transport requirements.
5. COSTHA shall gather, receive, prepare and disseminate information to the membership about present and proposed laws, rules and regulations concerning the transportation and distribution of hazardous materials and dangerous goods.

## ARTICLE III

### Membership

1. **Eligibility.** Membership shall be available to commercial enterprises engaged in interstate, intrastate or foreign commerce, who are involved in one or more of the following activities:
  - a) Transportation of hazardous materials, hazardous substances, dangerous goods or hazardous wastes.
  - b) Manufacturing of hazardous materials, hazardous substances, or dangerous goods.
  - c) Offering of hazardous materials, hazardous substances, dangerous goods or hazardous wastes for transportation.
  - d) Manufacturing or reconditioning of vehicles, packagings or containers in which hazardous materials, hazardous substances, dangerous goods or hazardous wastes are transported.
  - e) Functioning as a trade association whose members engage in the activities described in subparagraphs a. through d.
  - f) Manufacturing or selling equipment or supplies relevant to the transportation of hazardous materials, hazardous substances, dangerous goods or hazardous wastes.
  - g) Provision of training, advice or counseling to or on behalf of those involved in any of the activities described in paragraphs a. through g.
2. **Voting Rights.** Each member has one vote.
3. **Member Representation.** Each member is entitled to designate one individual as its representative. Individuals designated as the representative of a member may be changed at any time at the pleasure of the member. The designation or change shall be reported to COSTHA. No one other than the designated representative of a member is entitled to vote on behalf of that member.

4. **Honorary Membership.** Honorary membership may be considered and granted upon a two-thirds vote of the Board Members.

#### **ARTICLE IV Dues and Assessments**

1. **Dues.**
  - a) The Board has the power to levy and collect dues from members of COSTHA, and to impose sanctions for delinquencies thereof.
  - b) For the assessment of dues, the Board may establish categories of membership. The Board also may authorize establishment of an associate membership category which shall have the power to neither vote nor entitle the member's representative to serve as a Director or Officer.
2. **Payment of Dues and Delinquency.**
  - a) Dues shall be paid by March 1 each year.
  - b) Dues are a condition of membership, and any member that fails to pay its dues by March 1 shall be considered not to be in good standing and shall immediately forfeit membership.
3. **Rules and Procedures.** The Board may establish procedures for the levy and collection of dues and special assessments.
4. **Termination of Membership and Liability for Dues.** Any member may resign by giving notice in writing to the President or the Secretary, mailed to the COSTHA Office. Receipt of such notice by the President or Secretary shall be deemed notice to the entire Board, and membership shall terminate on the day of receipt, or such later time as may be specified in the notice of termination. A resigning member shall not be entitled to a refund of any portion of the dues paid for the membership year in which the member resigned.

#### **ARTICLE V Management of COSTHA**

1. Management of COSTHA is vested in the Board of Directors.
2. The Board of Directors is authorized to pay employees of COSTHA and for management services provided to COSTHA by non-employees.

#### **ARTICLE VI Board of Directors**

1. **Composition.** The Board consists of no less than seven and no more than fifteen persons. The number of Board seats to be filled will be determined by the Board.
2. **Eligibility.** Designees from member companies in good standing are eligible to serve as elected members of the Board.
3. **Quorum of Directors.**
  - a) A majority of the Board constitutes a quorum for the transaction of Board business. If a quorum is not present at any meeting of the Board, the Directors present have the power to adjourn without notice until a quorum shall be present.
  - b) The act of a majority of the Directors present at any meeting in which a quorum is present is an act of the Board.
4. **Notice of Meetings.**
  - a) Directors are required to be given notice of any Board meeting or for the transaction of Board business.
  - b) Whenever notice is required to be given to any Director under the provisions of the Articles of Incorporation, by these Bylaws, or by any other law, it shall not be construed to mean personal notice, but such notice may be given in writing, addressed to such Director as it appears on the record of COSTHA, and such notice shall be deemed to be given at the time it is sent. Notice must be given by any means that ensures delivery of notice.

5. **Attendance at Board Meetings.** Each Director is required to participate in and attend a minimum of 50% of all Board meetings each year to be eligible for renomination when his or her term expires.
6. **Resignation, Removal and Vacancies.**
  - a) In the event of a resignation, removal or vacancy on the Board created by other than the ordinary expiration of a duly-elected Director's term, the Board may elect a person to fill the vacancy at a regular or special meeting by a two-thirds vote of the existing Board Members, or by the act of a majority of the Directors present at any meeting in which a quorum is present. Persons so elected shall serve until a successor is elected for a full term at the next Annual Forum.
  - b) Whenever a Board seat is vacated by a Director, the open seat is not transferable to and is not considered to be held by that person's member company.
  - c) The Board has authority by a three-fourths vote of all Directors to remove from membership on the Board any person for cause.

## ARTICLE VII

### Nomination and Election of Directors

#### 1. **Nominating Committee.**

- a) At least sixty days before the Annual Forum of the general membership, the President shall appoint a nominating committee, which shall consist of at a minimum three, one director and two members at large. A quorum consists of three members of the committee. No person may serve as chairman of the Committee more than once during any two consecutive years. No officer may serve on the Nominating Committee.
- b) A quorum for the Committee shall consist of three of its members.
- c) In selecting nominees, the Committee shall strive to assure that diverse business interests are represented on the Board.
- d) The Committee shall submit to the President the names of the nominees for Directors at least forty-five days prior to the Annual Forum. The President shall notify the COSTHA members within 30 days of the names of the person(s) nominated to serve on the Board. Any member may propose another representative for election to the Board at the Annual Forum.
- e) A majority of the votes of members of COSTHA voting at the Annual Forum shall constitute election of an individual to the Board.

#### 2. **Terms of Office.**

- a) Directors shall be elected for a term of two years. Terms are staggered so that one half of the Board is elected annually. Directors hold office for the full term for which elected, or (1) until the next scheduled meeting if that Director is no longer an employee or representative of the member employing that Director at the time of his or her election to the Board, or (2) unless removed under Article VI (6).
- b) Directors are limited to four successive terms of two years each, except that:
  - (i) an individual elected by the Board pursuant to Article VI (6)(a) may be elected to three successive terms of two years each; and
  - (ii) time served as a duly elected officer of COSTHA shall not count toward this limitation.
- c) Former Directors are eligible for reelection to the Board after being off the Board for at least one year.

## ARTICLE VIII

### Nomination and Election of Officers

1. **Designation.** The officers of COSTHA are President, First Vice President, Second Vice President, Treasurer, Secretary and Executive Committee member at large. All officers serve without compensation. The Board may delete an existing position or create such other Officer positions as it may deem necessary, and shall specify their duties at that time.
2. **Eligibility.** Only members of the Board of Directors are eligible to serve as officers. Employees of COSTHA are not eligible.
3. **Elections.** All officers shall be nominated by the Nominating Committee and elected by a majority of the Board. Election of officers shall be held at a meeting of the Board held in conjunction with the Annual Forum of the members.
4. **Terms.**

- a) The term of all officers is two years, or until their respective successors are elected. All terms begin at the close of the Board Meeting at which each is elected.
- b) The President, First Vice President and Second Vice President may not be from organizations engaged in the same segment of business or commercial activity, as those segments are set forth in Article III (1).
- c) Elected officers may not serve in the same capacity for more than two consecutive terms.

## ARTICLE IX

### Voting

1. **Majority Vote.** With the exception of votes to amend the Bylaws (Article XVII), to approve special assessments (Article IV), and to approve a majority view or position (Article XII), a quorum being present at any meeting properly called and assembled, a majority of those present and voting will prevail on any question.
2. **Procedure at Board Meetings.** Voting on any matter may be conducted during the meeting or at other times by appropriate electronic means. Votes which are submitted by mail or similar means shall be signed by the Director casting the vote. Votes cast by telephone shall be so signified in the minutes of the meeting and shall be confirmed in writing and signed. No vote proxy will be recognized as an official vote in connection with any matter before the Board when sitting in a full or executive session.
3. **Procedure at Committee Meetings.** Voting on any matter may be conducted during this meeting, or at any other time and in any fashion established by the committee chairman. A vote submitted by mail or similar means shall be signed by the member casting the vote. A vote transmitted by telephone shall be so signified in the minutes of the meeting and shall thereafter be confirmed in writing and signed.
4. **Procedure at Meetings of the General Membership.** Voting by members to elect individuals to the Board shall be conducted in person during the Annual Forum. Voting on any other matter may be conducted in person or by mail.
5. **Procedure for Approval of Submissions to National and International Regulatory Bodies.** Whenever necessary to expedite the submission of a document to a national or international regulatory body, the President shall solicit the views of the Board by any means, e.g., telephone or any electronic communication, which will accomplish this purpose. Any consensus so achieved shall be reported by the President to all Directors in writing.
6. No Proxies may be used for voting by members or by the board.
7. **Action by Consent.** Any action required by law, the Articles of Incorporation, or the Bylaws, or any action which may otherwise be taken at a meeting of the Board may be taken without a meeting by using mail; air express, facsimile, telephone, or other appropriate means, if approved by a majority of the Directors entitled to vote with respect to the subject matter of such consent, and the written confirmation by each Director is filed with the Secretary.
8. **Rules and Procedures.**
  - a) The Board may establish such procedures as it deems necessary or desirable for the conduct of COSTHA business.
  - b) Rules or procedures adopted by the Board have the same force and effect as the Bylaws.

## ARTICLE X

### Meetings

1. **Annual Forum.**
  - a) A meeting of the members of COSTHA shall be held at least once a year and shall be designated the Annual Forum, at such time and place as determined by the Board.
  - b) At the Annual Forum, the members of COSTHA shall elect a Board in accordance with the procedures set forth in Article VII, and may transact other such business as may properly be brought before the meeting.
2. **Notice.** A written notice of the Annual Forum, stating the place, day and hour of the meeting, shall be sent to each member in writing not less than thirty days before the date of the meeting.
3. **Quorum.** The members present constitute a quorum at the Annual Forum.

## **ARTICLE XI Committees**

COSTHA shall have the following standing committees for governance and policy, and the Board may establish other committees as may be required.

1. Executive
2. Finance
3. Nominating

## **ARTICLE XII Formal and Independent Action**

**Consensus Requirements.** Every effort shall be made to accommodate and to reconcile the views of various members on subjects considered by COSTHA, before a formal recommendation is sent to any government agency or other party. If it is not possible to reach a consensus, representations of the majority view or position of COSTHA shall be transmitted, provided that this view or position as approved by at least two-thirds of the Board. All members retain the right to take independent action.

## **ARTICLE XIII Operations**

1. **Fiscal year.** The fiscal year is the calendar year.
2. **Banking.** All checks, demands for payment, and notes of COSTHA shall be issued in accordance with procedures established by the Finance Committee, as approved by the Board.
3. **Nonprofit operations; compensation.** COSTHA may not have or issue shares of stock. No dividend may be paid, and no part of the income of COSTHA may be distributed to its Directors, Officers, or members except as reimbursement for the out-of-pocket expenses incurred by such person on behalf of COSTHA in the conduct of COSTHA's business.
4. **Loans.** COSTHA may make no personal loans.
5. **Reimbursement for expenses.** The Board may authorize reimbursement of Directors who attend special meetings or make appearances or presentations on behalf of COSTHA.
6. **Conflicts of interest.** Each Director has an affirmative duty to avoid conflicts of interest which may occur during their tenure. The following principles apply to such situations:
  - a) Any duality of financial interest or possible direct or indirect conflict of interest on the part of any Director shall be disclosed by that Director to all other Directors, and shall be made a matter of record in the minutes of any Board meeting.
  - b) Any Director having a duality of interest or possible conflict of interest on any matter may not vote or use his or her personal influence on the matter, and may not be counted in determining the quorum for that portion of the meeting discussing that matter, even where otherwise permitted by law. The minutes of that meeting shall reflect that a disclosure was made, by whom, the abstention from voting and the quorum present.
  - c) The forgoing provisions shall not prevent any Director from expressing his or her position in any matter, or from answering pertinent questions from other Directors, because his or her knowledge of the subject may be of great value to the Board.
  - d) Every new Director shall be advised of this policy upon accepting the duties of his or her office.
7. **Responsibilities of Directors and employees.**
  - a) No Director acting in official capacity may receive compensation from COSTHA. Reimbursement of reasonable expenses paid or incurred by a Director on behalf of COSTHA shall not be considered compensation, and may be paid in accordance with paragraph 5 of this Article.
  - b) COSTHA may not enter into any agreement with any Director for the receipt of goods, services or facilities provided by that Director or that Director's employer unless the terms of such an agreement are disclosed fully to and accepted by the Board prior to the execution of such agreement. Services rendered to COSTHA

prior to disclosure and acceptance of the terms by the Board shall be considered to have been rendered voluntarily by the Director.

- c) All Directors, by virtue of their election to that position, are in a fiduciary relationship to COSTHA and its members and, as such, must act in accordance with the common law, and the laws of the District of Columbia relating to fiduciary duties.
- d) These provisions, where not stated separately or excused, also apply to any employee or contractor of COSTHA.

**8. Distribution of Assets.** On a dissolution, assets of COSTHA remaining after payment and discharge of all liabilities of COSTHA, the return, transfer or conveyance of assets held on conditions requiring same, and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, eleemosynary, benevolent or purposes similar to those express in Article II, shall be distributed in accordance with a plan adopted by the Board.

#### **ARTICLE XIV**

##### **Indemnification and Assumption of Liability of Directors, Officers and Others.**

- 1. **General.** The Board is authorized but not obligated to indemnify, reimburse, assume the liability of or otherwise provide for payment of expenses paid or incurred by any present or past Director, Officer, employee, or other individual designated by the Board in connection with services rendered by that individual for COSTHA's use or benefit. This discretionary authority may extend to the member, where that member's liability is based solely upon vicarious responsibility for the acts of its employee who was acting within the scope of his or her duties as a COSTHA Director or Officer. The Board may create a separate fund into which designated contributions from the members or the public may be paid in support of such indemnification, reimbursement, assumption of liability or other payment provided for this Article.
- 2. **Notice.** Any Director, Officer, employee or other individual seeking relief under this Article shall notify the President of COSTHA in writing of any action, suit, proceeding or investigation in which such person may be, or has become eligible for relief under the provisions of this Article. Failure to give such notice shall void any obligations of COSTHA, unless such failure resulted in no harm to COSTHA.
- 3. **Insurance.** COSTHA may purchase and maintain insurance on behalf of COSTHA in order to accommodate any claims from any person or organization authorized by the Board to receive relief under this Article.

#### **ARTICLE XV**

##### **Rules of Order**

To the extent not covered by the Articles of Incorporation, these Bylaws, or other prior resolutions of the Board, or unless otherwise waived during meetings, all proceedings shall be governed by Robert's Rules of Order.

#### **ARTICLE XVI**

##### **Corporate Seal**

The Seal of COSTHA shall be in such form as the Board shall determine. In the event it is inconvenient to use such Seal at any time, the signature of COSTHA following the word "Seal" in parentheses shall be deemed the Seal of COSTHA. The Seal shall be in the custody of the Secretary, and shall be affixed by the Secretary on such papers as may be directed by law, these Bylaws, or by direction of the Board.

#### **ARTICLE XVII**

##### **Amendments to the Bylaws**

These Bylaws may be amended at any regular or special meeting of the membership, by a two-thirds vote of the members present and voting, provided that the proposed amendment and an explanation therefore have been provided to the membership in writing at least 30 days prior to the meeting. Votes which are submitted by mail or similar means shall be signed by the member casting the vote. The Bylaws may not be amended nor repealed by the Board alone.

***These Bylaws were adopted by a vote of the membership on 03/31/2009.***

***These Bylaws were amended by vote of the membership on 01/20/2016.***