

TCRP OVERSIGHT AND PROJECT SELECTION COMMISSION
PREAMBLE AND BYLAWS
(ADOPTED 10/18/2019)

PREAMBLE

The Transit Cooperative Research Program (TCRP) was established through the Intermodal Surface Transportation Efficiency Act (ISTEA) in recognition of the need for a federal program of applied research to provide innovative, near-term solutions in response to the needs of public transportation providers, as identified and prioritized by public transportation practitioners themselves.

The need for TCRP was originally identified in Transportation Research Board (TRB) Special Report 213 - Research for Public Transit: New Directions, published in 1987.

The TCRP program was initiated in 1992 by these cooperating organizations: the Federal Transit Administration, the program sponsor; the Transit Development Corporation, a nonprofit educational and research organization established by the American Public Transportation Association (APTA), which provides program governance through the TCRP Oversight and Project Selection (TOPS) Committee; and the National Academies of Science, Engineering and Medicine, acting through TRB, which serves as program manager. The tri-lateral relationship of the Federal Transit Administration (FTA), the Transportation Research Board (TRB) and APTA is further clarified in the Memorandum of Agreement on Operating Procedures for a Transit Cooperative Research Program.

The goals of the TCRP program have been reaffirmed by subsequent acts of Congress, including the Transportation Equity Act for the 21st Century (TEA-21), the Safe, Accountable, Flexible, Efficient Transportation Equity Act - A Legacy for Users (SAFETEA-LU), Moving Ahead for Progress in the 21st Century (MAP-21), and the Fixing America's Surface Transportation (FAST) Act.

Since 1992 TCRP has completed over 700 studies and special technical activities, providing timely answers to questions involving innovative finance, optimum application of new technologies, current legal questions, economic development best-practices, improved ways of serving persons with special needs, and providing a guiding light in other research fields including planning, service configuration, equipment, facilities, operations, human resources, maintenance, policy and administrative practices.

The TCRP Oversight and Project Selection and Oversight Commission is hereby established to consolidate duties of the TOPS Committee and the former Transit Development Corporation.

ARTICLE I – ORGANIZATION

PARAGRAPH 1 – Commission Name

The Commission shall be known as the TCRP Oversight and Project Selection Commission, hereinafter “the TOPS Commission.”

PARAGRAPH 2 – Mission Statement

The purpose of the TOPS Commission shall be to oversee TCRP research and development projects activities on behalf of the public transportation industry, and as necessary to select research and development projects benefitting public transportation.

ARTICLE II – MEMBERSHIP

There shall be twenty-six members of the TOPS Commission to include transit system general managers/chief executive officers, and/or senior officials, members of the governing board of transit systems, and other members including at least one from each of the following constituent groups: consultants serving transit systems, private corporations, universities, state or local Departments of Transportation, labor unions and other national organizations representing public transportation interests. Representatives of transit agencies shall comprise at least two-thirds of voting members. The Federal Transit Administrator or their designee, shall have a seat on the TOPS Commission as a voting member. In addition, the APTA President and CEO, the AASHTO Executive Director, Transportation Research Board Executive Director, and the FHWA Administrator or their designee, shall serve as ex-officio, non-voting members of the TOPS Commission.

ARTICLE III – OFFICERS

PARAGRAPH 1 – Officers

The TOPS Commission shall have the following officers: Chair, Vice-Chair, Secretary-Treasurer, and Immediate Past Chair selected from the twenty-six members.

PARAGRAPH 2 – Duties of Officers

The duties of the Officers of the TOPS Commission shall be as follows:

- A. Chair. The Chair shall preside at all meetings of the TOPS Commission and shall be responsible for calling all meetings of the TOPS Commission. He/she shall be an ex-officio member of all regular and special committees, subcommittees or task forces. He/she shall appoint all committee, subcommittee, and task force Chairs and Vice Chairs and members. He/she shall act as a liaison between the TOPS Commission and other APTA Committees, as appropriate. He/she shall be responsible for taking action necessary to ensure the TOPS Commission achieves its objectives and shall perform all such other duties as usually pertaining to such office.
- B. Vice Chair. The Vice Chair shall preside at meetings in the absence of the Chair. He/she shall assist the Chair in the development and conduct of TOPS Commission activities.
- C. Secretary-Treasurer. The Secretary-Treasurer shall be responsible for keeping records of TOPS Commission actions, including the taking of minutes of TOPS Commission meetings, and carrying out such other duties as may be assigned by the Chair.
- D. Immediate Past Chair. The Immediate Past Chair shall serve as the Chair of the nominating committee and carry out other duties at the discretion of the Chair and Vice Chair.

PARAGRAPH 3 – Terms of Office

Each Officer may serve a total of two two-year terms as an officer of the TOPS Commission. The Vice Chair automatically ascends to the position of Chair after the Chair completes his or her terms. The Vice Chair must submit his or her intent to succeed as Chair to the nominating committee as described in Article IV. The Secretary-Treasurer does not automatically ascend to the Vice Chair but is eligible to be elected to the position of Vice Chair.

All other members of the TOPS Commission serve for three years and may serve a maximum of two three-year terms. A second three-year term is not automatic and is subject to review by the nominating committee. Service as an officer is distinct from service as a TOPS Commission member. Officers may exceed the six-year time limit if that additional time is required to complete their term of service as an officer.

PARAGRAPH 4 – Vacancies

In the event the Office of Chair becomes vacant prior to the end of the term, the Vice Chair shall ascend to that office for the remainder of the term. In such case, the ascending Chair will appoint a new Vice-Chair until the next annual election.

In the event the Office of Vice Chair or Secretary-Treasurer becomes vacant prior to the end of the term, the Chair shall appoint a new Vice Chair or Secretary-Treasurer until the next annual election.

ARTICLE IV – ELECTION OF OFFICERS AND MEMBERS

PARAGRAPH 1 – Election of Officers and Members

Election of Officers and members shall occur annually or as otherwise determined by the Chair. Officers and members shall be elected by a majority of vote of the TOPS Commission. Newly elected Officers and members shall assume office upon election.

PARAGRAPH 2 – Nominations

The nominating committee shall consist of five (5) members. The Immediate Past Chair of the TOPS Commission shall chair the nominating committee. The other four members shall be appointed by the TOPS Commission Chair subject to the consent of the TOPS Commission. No member of the nominating committee can be nominated for a position on the TOPS Commission or to serve as an officer of the TOPS Commission.

All individuals interested in serving on the TOPS Commission either as a member or as an officer, must submit expressions of interest as dictated by the nominating committee and approved by the TOPS Commission Chair. The Chair shall direct staff of APTA, TRB and other parties to solicit expressions of interest as appropriate.

ARTICLE V – MEETINGS AND VOTING

PARAGRAPH 1 – Meetings

The TOPS Commission shall meet at least twice per year either in person or by phone or other electronic method. The TOPS Commission may also meet as deemed necessary by the Chair to conduct the business of the TOPS Commission. Notice of meetings shall be prepared by the Chair and sent out (by mail or email) to the TOPS Commission members no less than fourteen days prior to the meeting. Notice of other TOPS Commission meetings shall be prepared by the Chair and sent out (by mail or email) to the TOPS Commission members to the TOPS Commission no less than seven days prior to the meeting.

All meetings shall be conducted in accordance with Robert's Rules of Order, as amended.

PARAGRAPH 2 – Voting

Only officers and members of the TOPS Commission shall be eligible to vote on issues or matters before the TOPS Commission. A vote may be taken only when a quorum is present. A quorum shall consist of a majority plus one of TOPS Commission members.

Proxy voting is not allowed. Electronic voting is allowed at any meeting where electronic attendance is allowed.

Except as otherwise specified herein, all votes shall be by simple majority of voting members present and voting either in person or by phone or other electronic method.

ARTICLE VII – RECORDS AND COMMUNICATIONS**PARAGRAPH 1 – Maintenance of TOPS Commission Records**

The APTA Staff Advisor, along with other APTA staff as appropriate, shall assist the TOPS Commission Secretary-Treasurer in maintaining the TOPS Commission membership roster and all TOPS Commission records, including meeting minutes.

PARAGRAPH 2 – Communications

All TOPS Commission notices, announcements and other communications shall be reviewed and distributed by the TOPS Commission Chair, with the assistance of the APTA Staff Advisor, in accordance with APTA policy.

ARTICLE VIII – AMENDMENTS TO THE BYLAWS**PARAGRAPH 1 – Submission and Consideration of Amendments**

Amendments to these Bylaws may be proposed by any TOPS Commission member and must be submitted in writing to the Chair for consideration and voting at the next Annual Meeting of the TOPS Commission that occurs at least sixty days after the submission of the proposed amendment. Copies of any proposed amendments shall be distributed at least sixty days prior to the Annual Meeting.

PARAGRAPH 2 – Adoption of Amendments

Amendments to these Bylaws shall be adopted by a two-thirds vote of TOPS Commission members present and voting either in person or by phone or other electronic method.

**ARTICLE IX – CONFLICTS WITH APTA BYLAWS OR FEDERAL OR D.C.
LAW**

In the case of a conflict between these Bylaws and the APTA Bylaws or Federal or District of Columbia law, the APTA Bylaws and/or the Federal or District of Columbia law shall prevail.