

# **BYLAWS OF ITS MINNESOTA A CHAPTER OF ITS AMERICA**

## **I – PURPOSE**

1. **Purpose.** The Intelligent Transportation Society of Minnesota, a non-profit corporation in the State of Minnesota (hereinafter “Chapter”), a State Chapter of the Intelligent Transportation Society of America, a non-profit corporation in the District of Columbia (hereinafter “ITS AMERICA”), is organized and shall be administered and operated exclusively to receive, administer, and expend funds for charitable, educational, and scientific purposes, and specifically to promote and enhance public safety and community welfare by fostering research and development, and implementation of plans and programs to reduce motor vehicle deaths and injuries, improve mobility and accessibility, and to promote, encourage, and advance a system of safer, more economical, energy efficient and environmentally sound surface transportation and alternative transportation through research, development, and implementation of advanced technology. The regional confines of this Chapter are limited to the State of Minnesota.

## **II – MEMBERS**

1. **Classes.** There shall be one class membership, open to companies, corporations, associations, governmental agencies, universities, and other organizations interested in advancing the purposes of the Chapter. All members shall have the same rights, privileges, duties, and obligations.

2. **Eligibility.** All organizations with an interest in intelligent transportation systems within the geographic boundaries of the Chapter shall be eligible for membership in the Chapter.

3. **Voting rights.** Each member of the Chapter shall have one vote in all matters to be voted on by the members. Each member shall designate one or more representatives to attend meetings of the membership and collectively cast its vote on any matter.

4. **Applications.** Any organization desiring to become a member of the Chapter must apply on forms approved and supplied by the Chapter or ITS AMERICA. Applications must be accompanied by the initiation fee and dues required for the first year of membership. Applications for membership shall be approved or denied consistent with the requirements of the State Chapter Affiliation Agreement with ITS AMERICA and policies approved by the Chapter.

5. **Dues.**

(a) **Amounts.** The Board of Directors shall establish the amount and payment due dates of any initiation fee, dues, or other charges required to be paid

by members. The Chapter shall accept subsidy payments from ITS AMERICA on behalf of its national members to be used to pay Chapter dues in whole or in part.

(b) Delinquency. Members whose dues are more than thirty (30) days in arrears may be suspended, and may not vote, nor hold Board positions, pending payment. Members whose dues are more than sixty (60) days in arrears may be terminated as members.

## 6. Meetings.

(a) Annual Meeting. There shall be an annual meeting of the membership of the Chapter, to be held at a time and place to be determined by the Board of Directors, to induct the Board of Directors and Officers, receive reports of the officers, and consider questions of general policy.

(b) Special meetings. A special meeting of the members shall be held upon the call of the Board of Directors or the written request signed (within any 10-day period) by one-third of the members, at the time and place stated in the call. The call or request for the meeting shall state its purpose or purposes.

(c) Notice. An Officer of the Chapter shall notify all members of the Chapter of each meeting by fax, email or first-class mail, sent to each member at the address or fax number in the records of the Chapter not more than sixty (60) days nor less than five (5) days before the date of the meeting. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called. The Chapter shall provide advance notification to ITS AMERICA at least fifteen (15) days prior to each meeting.

(d) Quorum. The presence in person of 25% of the members of the Chapter shall constitute a quorum for the transaction of the business at any meeting of the membership.

(e) Votes by mail. Votes of the membership may be conducted by mail, email or fax. Ballots received must satisfy the twenty-five (25) percent quorum requirement.

## 7. Termination of membership.

(a) General rule. Membership in the Chapter shall terminate upon the resignation of a member; upon termination for failure to pay dues; or upon expulsion from membership only for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter.

(b) Expulsion. Except for failure to pay dues, no member shall be expelled without due process. Expulsion shall be a two-thirds vote of the Board of Directors present and voting at a duly constituted meeting.

(c) Forfeiture. Upon termination of membership in the Chapter, any and all rights and privileges of membership, and any interest in the property or other assets of the Chapter, shall be forfeited by the member.

(d) Liability for dues. Termination of any membership shall not relieve the former member from liability for any unpaid dues or other duly assessed fees. No former member having any outstanding charges for unpaid dues or fees shall be re-admitted to membership without payment of those amounts.

### III – BOARD OF DIRECTORS

1. General Powers. The property, affairs, and business of the Chapter shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Chapter and to committees such powers as are provided for in these Bylaws.

2. Membership. The number of Directors shall be eleven (11), including five (5) Chapter officers; President, Vice President, Treasurer, Secretary, and Immediate Past President of the Chapter, and six (6) Directors-at-Large. Each Director shall be an employee member) of an organization that is a member of the Chapter. The Board of Directors, at its discretion, shall appoint other representatives of agencies as ex-Officio, non-voting members, of the Board. Ex-Officio member representatives or agencies may include but not be limited to the following: the Executive Director of ITS AMERICA or his designee, FHWA, the Director of Mn/DOT's ITS Program, the General Manager of Metro Transit, the Center for Transportation Studies, Met Council and Minnesota's Department of Public Safety. The Board shall strive to have a balanced representation from the public, private and academic sectors.

3. Qualifications. At all times three or more of the Chapter officers and at least half of the Board of Directors must be drawn from organizations that are members in good standing of ITS AMERICA.

4. Terms. The Officers shall serve terms of one (1) year and the Directors-at-Large shall serve terms of two (2) years to be evenly staggered, to begin at the close of the annual membership meeting at which their election is announced and end at the close of the annual membership meetings upon the term's expiration. The President automatically succeeds the Immediate Past President.

5. Election. The Directors shall be elected by ballot of the membership.

6. Chair. The President will serve also as Chair of the Board of Directors and shall preside over all meetings of the Chapter.

7. Removal. A Director may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a two-thirds vote of the members at a duly held meeting of the membership.

8. Resignation. A Director may resign from the Board of Directors by written notice to the Board. Unless another time is specified in the notice or determined by the Board, a Director's resignation shall be effective upon receipt by the Board.

9. Vacancies. Any vacancy on the Board of Directors will be filled by the Board of Directors.

10. Meetings.

(a) The Chair shall set the time and place of the regular meetings of the Board.

(b) Special meetings of the Board of Directors may be called by either the Chair or upon the written request of any three (3) Directors. The Chair shall fix the time and place of any special meeting.

11. Notice. Notice of the regular meetings of the Board of Directors shall be given at least thirty (30) days before the meeting by the Secretary. Notice of any special meeting of the Board of Directors shall be given at least three (3) calendar days before the meeting by the Secretary. In both cases, the notice shall be in writing and delivered personally, sent by overnight mail, facsimile, or email to each Director at the address as shown by the records of the Chapter. The business to be transacted at any special meeting of the Board of Directors must be specified in the notice of such meeting.

12. Quorum. The presence of a majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

13. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by these Bylaws, or by Robert's Rules of Order.

14. Informal Action. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors.

#### IV – OFFICERS

1. Officers. The officers of the Chapter shall be a President, a Vice President, a Treasurer, a Secretary, and the Immediate Past President. Three or more of the officers shall be employees (members) of organizations that are members in good standing of ITS AMERICA.

2. Election. Each officer of the Chapter (other than the Immediate Past President) shall be elected by the members for a one-year term of office, and may not serve more than one consecutive term in each office. The Immediate Past President shall take office for one (1) year upon the expiration of the term of office as President. The terms of office of each officer shall begin at the close of the annual membership meeting at which their election is announced, and shall end at the close of the next annual membership meeting.

3. Resignation. An officer may resign by written notice to the Board of Directors. Unless another time is specified in the notice or determined by the Board, an officer's resignation shall be effective upon receipt by the Board.

4. Removal. Any elected officer may be removed from office for neglect, dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a two-thirds vote of the members at a duly held meeting of the membership.

5. Vacancy. A vacancy in any office (except the President), whether because of the membership's failure to elect any officer, resignation, removal, disqualification, or death, shall be filled by the Board of Directors for the unexpired portion of the term. A vacancy in the office of President shall be filled by the Vice President who shall complete the unexpired term. The Board of Directors shall fill the vacancy thus created in the Vice President's office for the unexpired portion of the term.

6. President. The President shall be the chief executive officer and shall exercise general supervision over the affairs of the Chapter consistent with policies established by the Board of Directors. The President shall preside at all meetings of the members; shall be the principal spokesperson for the Chapter; shall appoint the chairpersons of, and serve ex officio on, all committees, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President will appoint a member representative and an alternate representative to serve on the ITS America State Chapters Council. The member and alternate representative shall come from organizations with national membership in ITS AMERICA.

7. Vice President. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President shall perform such other duties as may from time to time be prescribed by the Board of Directors to the President.

8. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the Chapter's financial condition. The Treasurer shall be legal custodian of all monies, notes, securities, and other valuables which may from time to time come into the Chapter's possession. The Treasurer shall immediately deposit all funds of the Chapter coming into his/her hands in some reliable bank or other depository approved by the Board of Directors, and shall keep such bank account in the name of the Chapter. Upon request by the Board of Directors, he/she shall furnish a statement of the financial condition of the Chapter, and shall perform such other duties as these Bylaws may require or the Board of Directors may prescribe. The treasurer shall be responsible

for maintaining the financial records and may be required to furnish bond in such amount as shall be determined by the Board of Directors.

9. Secretary. The Secretary shall give notice and attend all meetings of the Chapter; shall keep all non-financial records of the Chapter; and shall perform all other duties assigned by the President or the Board of Directors.

10. Immediate Past President. The Immediate Past President shall serve in an advisory capacity in order to ensure continuity and to provide such assistance as may be required by the President.

## V – ELECTIONS

1. Nomination Procedure. All nominations for Treasurer and directors must be in writing and submitted to the Board of Directors. The Board of Directors may manage the nominations that appear on the ballot in order to maintain a balance between public and private sector. The Board of Directors shall review all nominations and verify nominee's consent and that the nominee's employer (organization) is a member in good standing and has paid all fees owed to the Chapter. The current Treasurer shall become the nominee for Secretary for the subsequent year. The current Secretary shall become the nominee for Vice President for the Subsequent year. The current Vice President shall become nominee for President for the subsequent year. In the event that a nominee for Secretary, Vice President, or President declines to accept a nomination, the Board of Directors may accept nominations for the position.

2. Election Procedure. The elections shall be held at the annual membership meetings, by letter or by email ballot. The candidate for each office receiving the highest number of votes will be elected. If more than one candidate for an office receives equal numbers of votes, the Board will serve to break the tie.

## VI – COMMITTEES

1. Authority. The President may designate such ad hoc committees as are considered to be necessary to carry out the purposes of the Chapter. Standing Committees may be established by action of the Board of Directors.

2. Chairs. The President shall appoint all chairs of committees.

3. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

4. Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own

governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## VII – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. Contracts. The Board of Directors shall authorize any officer or officers, agent, or agents of the Chapter in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter and such authority may be general or confined to specific instances.

2. Checks. All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Chapter, shall be signed by such officer or officers, agent, or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer.

3. Deposits. All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks or other depositories as the Treasurer may select with the approval of the Board of Directors.

4. Funds. The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Chapter.

## VIII – BOOKS AND RECORDS

The Chapter shall keep correct and complete membership lists, books and records of account and shall also keep highlight minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

## IX – FISCAL YEAR

The fiscal year of the Chapter shall begin on the first day of January and end on the last day of December.

## X – SEAL

The Board of Directors may provide a corporation seal which shall be in a form selected by a resolution of the Board of Directors.

## XI – LIMITATION ON CHAPTER ACTIVITIES

The Chapter shall not rate, endorse, or certify any produce or service of suppliers.

## XII – INDEMNIFICATION

Any present or former Director, officer, employee, or agent of the Chapter, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Chapter against all judgments, fines, settlements, and other reasonable costs, expenses and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such personal or his/her legal representative may be made a party by reason of being or having been such a Director, officer, employee, or agent, to the extent authorized by the Board of Directors. No indemnification or advance against expenses shall be approved by the Board or paid by the Chapter until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

### XIII – PROCEDURE

The rules contained in the most recent edition of Robert’s Rules of Order shall provide the rules of procedure for the Chapter where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

### XIV – AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by either (a) the affirmative vote of two-thirds of the members present in person at a meeting called for that purpose; or (b) by two-thirds of the members voting by email, fax or written response per Section 6(e) of these Bylaws. At least thirty (30) days written, email or fax notice, setting forth the proposed changes, shall be given of intention to alter, amend, or repeal, or to adopt new Bylaws either at such meeting, or by written, email or fax voting, as appropriate.