

**BYLAWS OF THE
GULF REGION INTELLIGENT TRANSPORTATION SOCIETY
CHAPTER OF ITS AMERICA**

I – PURPOSE

1. Purpose. The Gulf Region Intelligent Transportation Society Chapter (hereinafter designated as “Chapter”), 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 to promote, encourage, and advance safer, more economical, energy efficient and environmentally sound surface transportation systems through research, development, and implementation of advanced technology. The Chapter’s region initially consists of the State(s) of Alabama, Louisiana, and Mississippi.

II – MEMBERS

1. Categories: There shall be three categories of membership, open to students, individuals, 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.

Individual – a single membership shall have a single vote

Organization – a group membership shall have votes equal to number of paid memberships under the organizational category

Student – a single membership for university/college student shall have a single vote

2. Eligibility: Individuals, organizations or students desiring to become members of the Chapter should be present or have business interest in the geographic region of the Chapter.

3. Voting rights: Each member in good standing with the Chapter shall have one vote in all matters to be voted on by the Chapter. Each member can designate one representative to attend meetings 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. Applications must be accompanied by the initiation fee and dues required for the first year of membership.

5. Dues:

(a) Amounts. The Board of Directors (hereafter designated as “Board”) shall establish the amount of any initiation fee, dues, or other charges required by Chapter members.

(b) Delinquency: Members whose dues are more than thirty (30) days in arrears may be suspended, and may not vote, pending payment. Members whose dues are more than sixty (60) days in arrears may be terminated as members.

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6. Meetings:

(a) Annual meeting: There shall be an annual meeting of the membership of the Chapter. Meeting will be held at a time and place to be determined by the Board, to announce the election results of members of the Board, 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 or the written request signed (within any 60-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: The Secretary of the Chapter shall notify all members of the Chapter of each meeting by first-class mail or e-mail, sent to each member at their address in the records of the Chapter not more than sixty (60) days or less than twenty (20) 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 was called.

(d) Voting: Votes of the membership shall be conducted via the Internet using the Chapter's website or independent third party website for voting prior to the annual meeting or in person at the annual meeting upon registration check-in. Results of a vote shall be based upon majority of votes casted by the Chapter members.

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 upon a two-thirds vote of the Board 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. The Board may by general resolutions delegate to officers of the Chapter and to committees such powers as are provided for in these Bylaws.

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2. Membership: The number of Board Members shall be twenty (20), including the five (5) offices of President, Vice President, Immediate Past President, Treasurer, and Secretary; and two (2) Public Sector Board Members from each state, two (2) Private Sector Board Members from each state, and one (1) Academic Sector Board Member from each of state. Each Board member shall be a member of the Chapter.

One representative from each of the Federal Highway Administration State Division Offices and the President of ITS America, or his designee, shall serve ex-officio, non-voting members of the Board of Directors. Other ex-officio, non-voting members may join the board by a majority vote of the Board of Directors.

The Board shall maintain a balanced representation from the public, private and academic sectors. At least one half of the voting members of the Board (10 members) shall be employed by ITS America member agencies.

3. Qualifications: At all times, Officers and other Board Members must be members in good standing of the Chapter. Officers shall have served on a committee, preferably as a Board Member, prior to qualifying for an Officer nomination.

4. Terms: The Officers shall serve one (1) year terms with the exception of the Treasurer who may serve a two (2) year term and with no term limit. Board Members shall serve terms of two (2) years to be evenly staggered, to begin and end with the calendar year.

5. Election: The Board Members shall be elected by ballot of the membership prior to the end of the annual meeting. Members who cannot be in attendance at annual meetings may vote via the internet, described in section II.6.d, in advance of the annual meeting.

6. Removal: A Board Member may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a majority vote of the board members. A Board Member may also be removed from office for not being able to fulfill the minimum participation requirements as stated in number 14 below.

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

8. Vacancy: A vacancy in any Board member (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 for the unexpired portion of the term.

9. 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. 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.

10. 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 or the President. The

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Vice President may also serve as President-Elect of the Chapter and may stand for election to the office of President upon completion of his/her one-year term as Vice President/President-Elect. The Vice President will serve as a Liaison with Administrative Agencies. The Vice President shall ensure all chapter meetings are scheduled and announced to the public.

11. 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.

12. Secretary: The Secretary shall formally record minutes of all meetings, assist in the administration all chapter activities and maintain records of current membership to the Chapter.

13. Treasurer: The Treasurer shall be responsible for all financial records, transactions and budgets of the Chapter.

14. Board Members: Board Members shall participate in all Board Meetings held for the purpose of supervision over the affairs of the Chapter or its policies, and in general shall perform all duties incident to the office of Board Member and such other duties as may be prescribed by the Board or requested by the President. Board Members shall also serve as ambassadors for the work of the Chapter, including but not limited to: a) serving as communication liaisons with public and private agencies or organizations throughout the region; and b) building appropriate relationships with public and private agency personnel/partners. Board members shall serve on at least one of the chapter's committees. Pending any extenuating circumstances, Board Members shall attend the Board of Directors Winter Workshop and the Annual Meeting in person; other chapter meetings may be attended in person or remotely (e.g., via conference call, screen share, video conference, etc.).

15. Board Meetings:

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

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

16. Notice: The Secretary shall give notice of regular Board meetings at least thirty (30) days prior to the meeting. Notice of any special meeting of the Board 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, email, or telegraph to each Board Members at his address as shown by the records of the Chapter. The business to be transacted at any special meeting of the Board must be specified in the notice of such meeting.

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

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

19. Informal Action: Any action required by law to be taken at a meeting of Board Members, or any action that may be taken at a meeting of the Board Members, may be taken without a meeting of a

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consent in writing, setting forth the action so taken, and shall be signed by a majority of the Board Members.

IV - ELECTIONS

1. Nomination Procedure: All nominations must be via the Chapter's website or e-mail and submitted to the Board. The Board shall review all nominations and verify that each nominee is in good standing with the Chapter. A committee may be formed to assist with nominations. A call for nominations shall be made no later than four (4) weeks prior to the annual meeting.

2. Election Procedure: The elections shall be held prior to the beginning of the annual meeting and the results announced prior to the end of the annual meeting. Members who cannot be in attendance may vote via the internet, described in section II.6.d, in advance of the meeting. Voting via the internet shall open no later than one (1) week prior to the annual meeting. The candidate for each office receiving the highest number of votes will be elected.

V - 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.

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

3. Vacancy: An appointment can be made in a similar manner as provided in the case of the original appointment for a vacancy to any committee.

4. Manner of Acting: Unless otherwise provided in the resolution of the Board's designation of committees, 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.

VI - CONTRACT, CHECKS, DEPOSITS, AND FUNDS

1. Contracts: The Board 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. In the absence of such determination by the Board of Directors, the Treasurer shall sign such instruments.

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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.

4. Funds: The Board 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.

VII - BOOKS AND RECORDS

The Chapter shall keep correct and complete books and records of account and shall also keep highlight minutes of the proceedings of its Board and committees having any of the authority of the Board. These duties will be the responsibility of the elected Secretary.

VIII - FISCAL YEAR

The Chapter's fiscal year shall begin on January 1 and end on December 31 of the same year.

XI – SEAL

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

X - LIMITATION ON CHAPTER ACTIVITIES

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

XI - INDEMNIFICATION

Any present or former Board Member, officer, employee, or agent of the Chapter, or other such persons so designated in the discretion of the Board, 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 person or his legal representative may be made a party by reason of his being or having been such a Board Member, officer, employee, or agent, to the extend authorized by the Board . 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.

XII - 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.

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XIII - AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of two-thirds of the Board members present in person at a meeting called for that purpose, if at least thirty (30) days written notice by first-class mail or e-mail, setting forth the proposed changes, is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.

XIV: DISSOLUTION

Upon dissolution of the chapter all monies and assets shall be transferred to one or more than one non-profit organization(s) of similar vision, mission and purpose. No monies shall be transferred to members, the board or elected officials.

XV: CHAPTER POLICIES

1. Conflict of Interest: The chapter shall follow and maintain a conflict of interest policy. This policy will foster public confidence in our integrity and to protect our interest when we are contemplating entering a transaction or arrangement that might benefit the private interest of a director or officer.
2. Whistleblower: The chapter shall follow and maintain a whistleblower policy. The Whistleblower policy will ensure individuals affiliated with the chapter observe high standards of business and personal ethics in the conduct of their duties and responsibilities.
3. Document Retention and Destruction: The chapter shall follow and maintain a document retention and reduction policy. This policy will identify various documents and their retention terms, the individual(s) responsible for document destruction and compliance.