

BYLAWS OF
THE INTELLIGENT TRANSPORTATION SOCIETY OF ARIZONA

(As adopted by its membership, September 29, 2016)

I - PURPOSE

1. **Purpose.** The Intelligent Transportation Society of Arizona (ITS AZ) is organized and shall be administered and operated exclusively to receive, administer, and expend funds for charitable, educational, and scientific purposes; to provide for information exchange among governments, the private sector and academia; to inform and educate the public; to encourage a strong ITS industry within Arizona; to foster research and development; and to serve as a clearinghouse for ITS information; resulting in: improved safety and driver comfort; reduced congestion; more informed motorists and travelers; energy conservation; improved air quality; enhanced mobility; reduced environmental impact; promotion of economic development; and promotion of alternate transportation modes and ridesharing.

II - MEMBERS

1. **Classes.** There shall be two (2) classes of membership:
 - (a) **Individual**, open to persons whose interest is in advancing the purposes of the Chapter. Individual members shall be designated as either “Public Sector,” or “Private Sector,” depending upon the nature of their employment.

Public Sector members shall include employees of: i) government agencies, ii) non-profits, iii) academia, and iv) other interested individuals not associated with or employed by a consulting firm, vendor, or similar private entity.

Private Sector members shall include employees of: i) consulting firms, ii) vendors and equipment suppliers, and iii) employees of other private entities involved in the intelligent transportation system, traffic engineering/planning, software/hardware development, or related fields.
 - (b) **Student**, open to full-time college or university students whose interest is in advancing the purposes of the Chapter.

All members, regardless of class, shall have the same rights, privileges, duties, and obligations.

2. **Voting rights.**

- (a) **Individual Member.** Each Individual member of the Chapter shall have one vote in all matters to be voted on by the members.
- (b) **Student Members.** Each Student member of the Chapter shall have one vote in all matters to be voted on by the members.

3. **Applications.** Any individual or student desiring to become a member of the Chapter must apply on forms approved and supplied by the Chapter. Applications must be accompanied with the annual fee and dues required for the membership.

4. Dues.

- (a) **Amounts.** The Board of Directors shall establish the amount of any annual fees, dues, or other charges required to be paid by members, depending on membership class, and whether they are designated as “Public” Sector, “Private” Sector, or “Student” members.
- (b) **Membership Period.** Annual membership for the Chapter begins on the first day of January and terminates on the last day of December of the same calendar year.
- (c) **Delinquency.** On January 1st, members whose annual dues for the upcoming calendar year have not been paid will no longer be an active ITS AZ member and may no longer vote. Membership can be reinstated at any time during the year with the payment of the annual dues.

5. Meetings.

- (a) **Annual meetings.** 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 conduct elections of members of the Board of Directors and officers, receive reports of the officers, consider questions of general policy, and share ITS information and discuss related topics.
- (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 60-day period) by one-third of the members, at the time and place stated in the call or request for meeting. 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 not more than sixty (60) days, and less than ten (10) days before the date of the meeting. In the case of a special meeting, the notice shall state the purposes for which the meeting is being called.
- (c) **Quorum.** The presence, in person, of at least 20% of the current Chapter membership, shall constitute a quorum for the transaction of business at any meeting of the membership.

6. Termination of Membership.

- (a) **General rule.** Membership in the Chapter shall terminate for failure to pay dues; or upon expulsion from Chapter membership for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter.
- (b) **Expulsion.** No member shall be expelled, except for failure to pay dues, without due process. Expulsion shall occur upon a two-thirds vote of the Board of Directors present, 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 readmitted to membership without prior 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 at least nine (9), including: the President, Vice President, Secretary, Treasurer, Immediate Past President, and four (4) Directors-at-Large. Alternate Directors-at-Large may be added at the discretion of the President on an as-needed basis. No single employer may have more than two (2) employees serving as members of the Board of Directors at any one time.

3. Term. Directors shall serve terms of one (1) year, beginning on January 1 and ending December 31. New officers elected to serve during the upcoming year will be announced at the close of the annual membership meeting.

4. Election. The Directors shall be elected by ballot of those having voting rights prior to the annual meeting.

5. Voting rights on the Board. All Directors shall have the right to vote on matters decided by the Board.

6. Removal. A Director may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a vote of 67% of the Board of Directors.

7. 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 its receipt by the Board.

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

9. 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) Directors. The President, or the Directors who request the meeting, shall fix the time and place of any special meeting.

10. Quorum. The presence of a majority (five [5] or more) of the non-Alternate members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

11. Manner of acting. The act of a majority of the Directors present at a meeting during 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.

12. 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 Secretary, a Treasurer, and the Immediate Past President.

2. Election. Each officer of the Chapter (other than the Immediate Past President) shall be elected by the Chapter members having voting rights, for a one-year term of office. The President, upon completion of his/her term as President, shall serve as Immediate Past President. The terms of Office for each officer shall begin on the first day in January following the annual membership meeting during which their election is announced, and shall end on the last day in December of the same year.

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 dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a vote of 67% of the Board of Directors.

5. Vacancy. A vacancy in any office, whether because of the membership's failure to elect any officer, resignation, removal, disqualification, or death, shall be filled by appointment by the Board of Directors for the remaining 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, and at all meetings of the Board of Directors; shall be the principle spokesperson for the chapter; shall act as the liaison between ITS AZ and ITS America; shall appoint the chairpersons of, and serve 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.

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 such other duties as may from time to time be prescribed by the Board of Directors or the President. The Vice President shall serve as the annual membership meeting chairperson.

8. 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 Board of Directors.

9. Treasurer. The Treasurer shall keep correct and complete financial records of account, showing accurately, at all times, the Chapter's financial condition, and may be required to furnish bond in such amount as shall be determined by the Board of Directors. 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. The Treasurer shall be responsible for filing taxes for ITS AZ for the year in which they served in that role. 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.

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 current Chapter President.

11. Directors-at-Large. Directors-at-Large shall perform any duties as may from time to time be prescribed by the Board of Directors or the President. The four (4) Directors-at-Large may serve as board liaisons to the Chapter's standing committees.

12. Alternate Directors-at-Large. Alternate Directors-at-Large may be appointed to assist in the operations of committees and other business, and have voting rights on the board, but shall not be counted in determining whether a majority of Board of Directors members are in attendance for the purpose of constituting a quorum.

V – ELECTIONS

1. Nomination Procedure. All nominations must be in writing and submitted to a Nominating Committee designed by the Board of Directors. The Nominating Committee shall be responsible for recommending a slate of nominees for all Board of Directors and Officer positions. The Nominating Committee shall consider continuity in Officer/Board of Directors membership from year to year. *To ensure continuity, the Vice President shall automatically be the nominee for President, unless the Vice President declines that nomination. It is also preferable that the Secretary be nominated as the new Vice President and that the Treasurer be nominated as the new Secretary. These nominations need not be automatic however.* The Board of Directors shall review all nominations and verify that each nominee is a member in good standing and has paid all dues and fees owed to the Chapter.

2. Election Procedure. Elections shall be held prior to the annual membership meeting. The candidate for each office receiving the highest number of votes will be elected to that position.

VI – COMMITTEES

1. Authority. The President may designate the creation of such committees as are considered to be necessary to achieve the goals of the Chapter.

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

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

4. Manner of Acting. Unless otherwise provided for by the Board of Directors, a majority of any committee's membership shall constitute a quorum and the act of a majority of the members present at a meeting during 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 the rules adopted by the Board of Directors.

VII – CONTRACT, CHECKS, DEPOSITS, AND FUNDS

1. Contracts. The Board of Directors shall have the authority to 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.

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 the Treasurer or other appropriate Officer or Officers, agent, or agents of the Chapter as authorized by the Board of Directors.

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 or gift bequest provided to support the Chapter's activities.

VIII – BOOKS AND RECORDS

The Chapter shall keep correct and complete books and records of all financial accounts and shall also keep minutes highlighting the proceedings of its Board of Directors and Committees having any of the authority of the Board of Directors.

IX – FISCAL

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 shall provide a corporate 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 product or service of suppliers.

XII – INDEMNIFICATION

Any present or former Director, Officer, Employee, or agent of the Chapter, or other such persons so designated at 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 person or his legal representative may be made a party by reason of his 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 – PROVISIONS FOR ANTI-COMPLIANCE

1. Antitrust. It is the policy of ITS AZ to comply strictly with the letter and spirit of all federal, state, and applicable international trade regulations and antitrust laws. Any activities of ITS AZ staff, officers, directors, or members that violate these regulations and laws are detrimental to the interests of ITS AZ and are contrary to ITS AZ policy.

2. Meeting Guidelines. All meetings will be conducted in strict compliance with ITS America's Antitrust Guidelines. Any discussion or activities which appear to violate these guidelines shall not be permitted and if they continue, the meeting will be adjourned and appropriate action taken.

XIV – 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 Chapter's Articles of Incorporation or these Bylaws.

XV – AMENDMENT TO BYLAWS

These Bylaws may be altered, amended, or replaced, and new Bylaws may be adopted by the affirmative vote of two-thirds of the members present in person at any meeting where the new Bylaws are provided to the membership prior to calling for a vote for the purpose of setting forth the proposed changes to alter, amend, repeal, or to adopt new Bylaws at such a meeting.