

BYLAWS OF THE INTELLIGENT TRANSPORTATION SOCIETY OF ALASKA

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1 MISSION STATEMENT

The Intelligent Transportation Society of Alaska (ITS Alaska), a State chapter of Intelligent Transportation Society of America, will promote intelligent transportation system solutions that improve safety and mobility on Alaska's highways.

2 GOALS

Through a strong innovative ITS community ITS Alaska will:

- Support State and local governments seeking ITS solutions
- Support private developers of ITS solutions
- Train and educate its members on ITS applications, National ITS Standards, ITS Architectures and Implementation Plans and State & Federal requirements.
- Sponsor events that promote information exchange among ITS Alaska members and ITS leaders.
- Encourage members to actively participate during membership meetings, annual meetings and fund raising events.
- Sponsor other organizations or groups that will support ITS deployment in Alaska.

3 MEMBERS

3.1 CLASSES OF MEMBERSHIP

There shall be four categories of membership, open to students, individuals, companies, corporations, associations, governmental agencies, universities, and other organizations interested in advancing the purposes of ITS-Alaska. All members shall have the same rights, privileges, duties and obligations.

- (a) Organizational membership shall be open to companies, corporations, associations, governmental agencies, academic organizations and other organizations interested in advancing the purposes of the Chapter. All organizational members shall have the same rights, privileges, duties, and obligations.
- (b) Small Business membership shall be open to any Alaska Certified Small Business interested in advancing the purposes of the Chapter
- (c) Affiliate memberships shall be open to any individual interested in advancing the purposes of the Chapter if the individual's employer is not an Organizational or Small Business Member of the Chapter or if the individual has no employer eligible for membership.

- (d) Student membership is open to full-time university or college students who are interested in advancing the purposes of the Chapter.

3.2 VOTING

Each Organizational Member of the Chapter shall have three (3) votes in all matters to be voted on by the members. Each Organizational member shall designate the three voting members cast its votes on any matter.

Small Business members shall have two (2) votes in all matters to be voted on by the members. Each Small Business member shall designate the two voting members to cast its votes on any matter.

Affiliate members shall have one vote in all matters to be voted on by the members.

Student members shall not have voting rights.

A member must have paid its dues in full for the current year to be eligible to vote. All votes by Email must be date stamped as appropriate, to be counted for any official action.

3.3 APPLICATIONS

Any individual, organization, corporation or student desiring to become a member of ITS Alaska must apply on forms approved and supplied by ITS Alaska. For organizations and corporations, applications must include names, mailing address, email, phone and fax numbers of chapter representatives and those appointed to vote. 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 ITS-Alaska Board of Directors

3.4 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. No member shall be expelled, except for failure to pay dues, except upon thirty (30) days written notice and an opportunity for a hearing before the Board of Directors. A member requesting a hearing shall be given an opportunity to be heard, in person or by counsel, may present witnesses and evidence, and may cross-examine witnesses testifying against the member. Expulsion shall be upon a two-thirds vote of the Board of Directors present and voting at the hearing.

- (c) Forfeiture. Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership and any interest in the property or other assets of the Chapter held by the member shall be returned to ITS-Alaska.
- (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 payment of those amounts.

4 BOARD OF DIRECTORS

4.1 GENERAL POWERS.

The Board of Directors shall manage and control all property, affairs, and business of ITS Alaska. The Board of Directors may, by general resolution, delegate its duties and responsibilities to the Officers and to committees of the Board of Directors or the membership.

4.2 OFFICERS.

The Board of Directors shall have a maximum of seven (7) officers, including the President, Vice President, Treasurer, Secretary, Immediate Past President, and two (2) at-large Directors of the Chapter. The Board should have a balanced representation from the public, private and academic sectors. All Board members shall be current employees of an Organizational Member or Small Business member or shall be an Affiliate member. No more than two Board members shall be from the same organization.

4.2.1 President

The President shall be the chief executive officer for a two year term 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.

4.2.2 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 Vice President shall also serve as President-Elect of the Chapter and will stand for election to the office of President upon completion of his/her two-year term as Vice President/President-Elect.

4.2.3 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.

4.2.4 Secretary:

The Secretary shall serve a two-year term and shall inform Board members of all meetings, formally record minutes of all meetings, assist in the administration of all chapter activities and maintain records of current membership to the Chapter. The Secretary shall also notify members of any special meetings, including date, time, place and purpose of the meeting as designated below.

4.2.5 Treasurer:

The Treasurer shall be responsible for all financial records, transactions and budgets of the Chapter for a two-year term.

4.2.6 Directors:

Directors 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 Director and such other duties as may be prescribed by the Board or requested by the President. Directors shall also serve as ambassadors for the work of the ITS Alaska 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

4.3 TERMS.

Board members shall serve a term of two (2) years. Board members may serve an unlimited number of consecutive terms. Board members terms shall begin on January 1 of the year following the election.

4.4 ELECTION

The Board of Directors (other than the Immediate Past President) shall be elected by mail, email or by personal ballot of the membership at the annual meeting, from a slate prepared by the nominating committee or its designee.

4.5 VOTING RIGHTS.

All Board members have the right to vote on all matters brought before the Board of Directors and the membership.

4.6 REMOVAL.

A Board member may be removed from office for dishonesty, fraud, misrepresentation, not performing a duty or prejudicial conduct in connection with the affairs of ITS Alaska by a two-thirds vote of the members at a duly held meeting of the membership.



4.7 RESIGNATION.

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

4.8 VACANCY.

A vacancy in any office, whether because of the membership's failure to elect an officer, resignation, removal, disqualification, incapacitation, or death, shall be filled by appointment by the Board of Directors for the unexpired portion of the term.

4.9 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 the President upon the written request of any three (3) directors. The President shall fix the time and place of any special meetings.

4.10 NOTICE.

The Secretary shall give notice of the regular meetings of the Board of Directors at least thirty (30) days before the meeting. The Secretary shall give notice of any special meeting of the Board of Directors at least three (3) calendar days before the meeting. The business to be transacted at any special meeting of the Board of Directors must be specified in the notice of such meeting.

4.11 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.

4.12 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.

4.13 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 and/or Email, setting forth the action so taken, shall be approved by a majority of the Directors.

5 MEMBERSHIP MEETINGS

5.1 ANNUAL MEETING

There shall be an annual meeting of the membership of the Chapter, to be held a time and place to be determined by the Board of Directors, to conduct elections of members of the Board of Directors, receive reports of the officers, and consider questions of general policy.

5.2 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. The call or request for the meeting shall state its purpose or purposes.

5.3 CONDUCT OF MEETING

The President, if present and, if not, the Vice President, shall preside as Chair at a membership meeting. If neither the President nor the Vice President is present, the members shall elect a person to serve as Chair. The Secretary shall record votes and actions taken at membership meetings.

5.4 NOTICE

The Secretary of the Chapter shall notify all members of the Chapter of each meeting by first class mail and/or Email, sent to each member at its address/Email address in the records of the Chapter not more than sixty (60) days nor less than ten (10) 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.

5.5 QUORUM

The presence in person of fifty (50) percent of the voting members of the Chapter shall constitute a quorum for the transaction of the business at any meeting of the membership.

5.6 VOTES BY MAIL AND ELECTRONIC MAIL (EMAIL)

Votes of the membership may be conducted by mail and Email. Ballots may be sent by either mail or Email and must satisfy the fifty (50) percent quorum requirement. All votes by Email must be date stamped as appropriate, to be counted for any official action.

6 DUES AND FEES

6.1 AMOUNTS.

The Board of Directors shall establish the amount of any initiation fee, dues, or other charges required to be paid by all members. The Board of Directors may not raise the annual dues in any category by more than ten percent (10%) in any year without majority consent of the membership.

Annual dues shall be payable by January 31 of each year. Dues and any required entrance fees of all new Members shall be payable before membership is granted. New membership dues paid before September 1 will be credited for the current year. New membership dues paid after September 1 will be credited for the following year.

6.2 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.

7 ELECTIONS

7.1 NOMINATIONS:

- a) Nominations for membership on the Board of Directors must be in writing and submitted to a Nominating Committee designated by the Board of Directors.
- b) The Nominating Committee shall review all nominations and verify that each nominee is a member in good standing and has paid all dues and fees owed to ITS Alaska. All qualified nominees shall be presented to the membership.
- c) The Nominating Committee may recommend a slate of nominees for the Board of Directors to the membership. In recommending nominees, the Nominating Committee shall consider continuity on the Board of Directors and have, as a goal, an approximate balance of representation between the public, private and academia sectors for the Board of Directors.

7.2 ELECTION PROCEDURE:

- a) Elections for the Board of Directors shall be held by mail, e-mail or personal ballot of the membership at the annual membership meeting.
- b) Voting shall be by roll call conducted by the Secretary.
- c) The candidate for each seat on the Board of Directors receiving the highest number of votes cast by the members present and by mail in or email ballot will be elected.

8 COMMITTEES

8.1 AUTHORITY.

The Board of Directors may appoint committees of Board members, of the membership or of a combination of Board of Directors and members.

8.2 CHAIRS.

The President or the President's designee shall chair committees.

8.3 VACANCIES.

The Board of Directors shall fill vacancies on a committee.

8.4 MANNER OF ACTING.

A majority of the committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present, in person or by teleconference, shall be the act of the committee.

9 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

9.1 CONTRACTS.

The Board of Directors may authorize any Officer or Officers to enter contracts or execute and deliver any instrument in the name of and on behalf of ITS Alaska. Such authority may be general or confined to specific instances.

9.2 CHECKS.

All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of ITS Alaska shall be signed by the Treasurer or by the President. If a check amount exceeds \$1,000 a second signature shall be required.

9.3 PAYMENTS.

The Treasurer is authorized to approve payment of invoices of less than \$1,000. The Board of Directors must approve all payments of \$1,000 or over.

9.4 DEPOSITS.

All funds of ITS Alaska shall be deposited immediately to the credit of ITS Alaska in such banks or other depositories as the Treasurer may select with the approval of the Board of Directors.

9.5 FUNDS.

The Board of Directors may accept any legal contribution, gift, bequest, or device for the general purposes or for any special purpose on behalf of ITS Alaska.

9.6 AUDITS

The financial policies of ITS Alaska are established by the Board of Directors and are to be administered by the Finance Committee appointed by the board. The Finance Committee will meet as often as deemed necessary by the Chair, but in no event shall they meet less than two times annually in person, by teleconference, and/or by Web conference. The Committee members may confer by telephone, fax or email in order to react to any special or unusual situations. The Finance Committee may recommend to the Board of Directors the appointment of investment advisors, custodians, trustees, and directed trustees, as needed for purposes of audit or other financial matters.

10 BOOKS AND RECORDS

ITS Alaska shall keep correct and complete books and records of account, shall keep minutes of the proceedings of the Board of Directors, the members and committees having any authority of the Board of Directors, and shall keep at its registered office a record of the names and addresses of its members entitled to vote.

11 FISCAL YEAR

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

12 LIMITATION ON ACTIVITIES

ITS Alaska shall not rate, endorse, or certify any product or service.

Upon the dissolution of the corporation or the organization, the Board of Directors or governing staff shall, after paying or making provision for the payment of all the liabilities of the corporation or organization, dispose of all assets of the corporation or organization in such manner, or to such organizations(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organizations(s) under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors or governing staff shall determine. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the corporation or organization is then located, exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes.

13 INDEMNIFICATION

ITS Alaska shall indemnify, defend and hold harmless any present or former Board member, Officer, employee or agent of ITS Alaska to the maximum extent allowed by Alaska law 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 may be made a party by reason of their being or having been an ITS Alaska Board member, Officer, employee or agent, for acts performed in good faith and reasonably believed by the individual to have been authorized by the Board of Directors or within the legitimate scope of the individual's duties on behalf of ITS. No indemnification or advance against expenses shall be made, approved or paid by ITS Alaska until authorized by the Board of Directors and until after receipt from legal counsel of an opinion approving the proposed indemnification or advance.



14 PROVISIONS FOR ANTI-TRUST COMPLIANCE

14.1 ANTITRUST POLICY.

ITS Alaska shall strictly comply with the letter and spirit of all federal, state, and applicable international trade regulations and antitrust laws.

14.2 MEETING GUIDELINES.

All meetings shall be conducted in strict compliance with federal, state, and applicable international trade regulations and antitrust laws. Any discussion or activities that appear to violate these guidelines shall not be permitted and if they continue, the meeting will be adjourned and appropriate action taken.

15 PROCEDURE

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern ITS Alaska in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the Affiliation Agreement with ITS America, and any special rules of order ITS Alaska may adopt.

16 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 of Directors at any regular or special Board of Directors meeting. All proposed amendments to the Bylaws must be submitted to ITS America for its review and approval not less than sixty (60) days before the date proposed for their adoption.

Adopted – May 15, 2013

Amended – March 15, 2013