

BYLAWS
of
Intelligent Transportation Society of Alaska (ITS Alaska)

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I. Mission Statement

The Intelligent Transportation Society of Alaska (ITS Alaska), a State chapter of Intelligent Transportation Society of America, will elevate safety and mobility through leadership and promote a strong innovative ITS community in Alaska.

II. Goals

Through research, collaboration, education and training, ITS Alaska promotes:

- Deployment of ITS applications relevant to Alaska
- Connectivity of Alaska's international borders and transportation corridors
- Accessibility to ITS resources
- Broader use of Alaskan, regional, international and National ITS architecture
- Information exchange between Alaska, national and international ITS organizations
- Integration and interoperability through use of National ITS Standards
- Conformance to Federal requirements for developing ITS projects, i.e. systems engineering
- Information exchange and technology efforts among stakeholders

ITS Alaska shall serve as an advisor to government and transportation organizations.

III. Members

1. Categories. Member categories are:
 - a. Individual – individuals with interest in advancing the purposes of ITS Alaska.
 - b. Organization – governmental agencies, political subdivisions, universities, transportation institutes, other states, ITS chapter members, and non-profit organizations.
 - c. Corporate – companies, corporations or associations.
 - d. Student – full-time university students
2. Number. Membership is open to all with an interest in Intelligent Transportation Systems (ITS). Each member has one membership in ITS Alaska. There is no limit on the number of members. Membership interests in ITS Alaska are not transferable.
3. Non-liability of Members. No member shall be liable for the debts, liabilities or obligations of ITS Alaska simply by virtue of being a member of ITS Alaska.
4. Voting Rights.
 - a. Individual. Each individual member has one vote in all matters to be voted on by the membership.

- b. Organizational. Each organizational member may designate a maximum of three representatives. Each organizational representative has one vote in all matters to be voted on by the membership.
 - c. Corporate. Each corporate member may designate a maximum of three representatives. Each corporate representative has one vote in all matters to be voted on by the membership.
 - d. Student. Student members do not have voting rights.
5. 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 policies approved by the Board of Directors.
6. Dues and Fees.
- a. Amounts. The Board of Directors shall establish the amount of initiation fees, dues, or other charges.
 - b. Term: Dues are due at the first of the calendar year. New member's dues will be prorated on a monthly basis beginning in January and are due at the time of application.
 - c. Delinquency. Members whose dues are more than sixty (60) days in arrears may be suspended, and may not vote pending payment. The Board of Directors may terminate members whose dues are more than ninety (90) days in arrears.
7. Membership Meetings.
- a. Annual Meeting. The members will meet annually at a place, day and hour determined by the Board of Directors. The President will prepare an agenda, which may be modified by vote of the members.
 - b. Special Meetings. Special membership meetings may be called for any purpose or purposes by:
 - 1. the President,
 - 2. a majority of the Board of Directors, or
 - 3. at the request of members holding 20% of the votes entitled to be cast at the meeting.

A request for a special membership meeting must state the purpose or purposes for which the meeting is called and be delivered to the Secretary.

- c. Notice of Membership Meetings. The Secretary will provide notice of the place, day and hour of an annual or a special membership meeting not less than fourteen (14) days nor more than fifty (50) days before the date of the meeting to each member entitled to vote at the meeting. Notice is considered delivered

when posted on the ITS Alaska website as well as delivered via email as it appears in ITS Alaska's records.

- d. Quorum. The presence in person, by proxy or by teleconference of more than half of the members entitled to vote constitutes a quorum for the transaction of business at any membership meeting.
 - e. 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.
 - f. Majority Vote. The affirmative vote of a majority of members present in person, by proxy, by teleconference or email is required to pass any corporate resolution or other business matter, unless a greater number is required by law, by the Articles or Bylaws, or by Robert's Rules of Order Newly Revised.
 - g. Proxies. A member may be represented by proxy at a membership meeting. A member must designate a proxy in writing and email or fax the letter to the Board of Directors. The letter shall designate under what terms the person holding the proxy may vote. A proxy is not valid for more than ninety (90) days after the date of its execution. Once created, a proxy remains in effect until it expires, is revoked or another proxy is subsequently given to another person.
8. Termination of membership.
- a. General rule. Membership terminates upon:
 - a. resignation of a member;
 - b. failure to pay dues;
 - c. expulsion from membership for dishonesty, fraud, misrepresentation, not performing a duty or prejudicial conduct in connection with the affairs of ITS Alaska; or
 - d. members who leave an organization or corporation.
 - 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. Property. Upon termination of membership, all rights and privileges of membership, and any interest in the property or other assets of ITS Alaska held by the member shall be returned to ITS Alaska.
 - d. Liability for dues or fees. Termination of membership does not relieve the former member from liability for unpaid dues or other duly assessed fees. Former members who owe dues or fees must pay in full before being reinstated as a member.

IV. Board of Directors

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.
2. **Membership.** The intent of ITS Alaska is to have the Board of Directors represent the breadth of the ITS industry.
 - a. **Number.** The number of Board of Directors shall be five (5), including the President, Vice President, and Secretary/Treasurer (known collectively as Officers).
 - b. **Qualifications.** Each Board member shall be a member of ITS Alaska or the designated representative of a member. An organization or corporation may have no more than two employees serving on the Board of Directors at one time. At least three (3) Officers must hold national ITS America membership.
3. **Terms.**
 - a. Board members shall serve a term of two (2) years.
 - b. Board members may serve an unlimited number of consecutive terms.
 - c. Board members terms shall begin on January 1 of the year following the election.
4. **Election.** The Board of Directors 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.
5. **Voting Rights.** All Board members have the right to vote on all matters brought before the Board of Directors and the membership.
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.
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.
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.
9. **Meetings.**
 - a. **Time.** The Board of Directors shall meet three (3) times per year. One of these meetings shall be the Board of Directors annual meeting. The President shall set the place, day and hour of regular Board of Directors meetings. Board of Director meetings may be conducted in person, by teleconference, and/or by Web

- conference. Participation in any meeting by teleconference and/or by Web conference shall constitute “presence” at the meeting.
- b. Special Meetings. Special meetings of the Board of Directors may be called by either the President or upon written request of any four (4) Board members. The President, or the Board members who have called the meeting, shall fix the place, day and hour of any special meeting.
 - c. Notice. The Secretary shall give at least thirty (30) days notice of regular meetings of the Board of Directors and at least three (3) business days notice of a special meeting. The notice shall be in writing and delivered personally, sent by facsimile or electronic mail to each Board member at the Board of Director’s address as shown by the records of ITS Alaska. The business to be transacted at any special meeting of the Board of Directors must be specified in the notice of such meeting.
10. Quorum. The presence of a simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Telephonic attendance is allowed. Proxies are not allowed for Board members.
 11. Manner of Acting. The act of the majority of the Board of 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 the Articles or Bylaws, or by Robert’s Rules of Order Newly Revised.
 12. Informal Action. Any action required by law to be taken at a meeting of Board of Directors, or any action that may be taken at a meeting of Board of Directors, may be taken without a meeting if a consent is in writing, setting forth the action so taken, is signed by a majority of the Board of Directors (e-mail message from Board members shall be considered as “signed”).

V. Officers

1. Officers. The Officers are the President, Vice President, and the Secretary/Treasurer. Officers must hold national ITS America membership.
2. President. The President exercises general supervision over the affairs of ITS Alaska consistent with policies established by the Board of Directors. The President presides at the Board of Directors and member meetings; is the principal spokesperson for ITS Alaska; shall be the chair of and serves ex-officio on all committees of the Board of Directors and the membership; and performs all duties incident to the office of President and as may be prescribed by the Board of Directors.
3. Vice President. The Vice President performs the duties of the President in the absence of the President, or in the event of the President's inability or refusal to act. The Vice President performs such other duties as may be prescribed by the Board of Directors or delegated by the President.
4. Secretary/Treasurer. This position serves dual positions as the Secretary and the Treasurer. The Secretary gives notice of all meetings; records all votes taken at Board of Directors and membership meetings; keeps all non-financial records of ITS Alaska; and performs all other duties assigned by the President or the Board of Directors. The Treasurer keeps correct and complete financial records of the corporation. The

Treasurer is the legal custodian of the corporation's monies, notes, securities, and other valuables. The Treasurer deposits all funds of ITS Alaska in a account in the name of ITS Alaska at reliable bank or other depository approved by the Board of Directors, makes a financial report at each Board of Directors and annual membership meeting, and performs such other duties as the Board of Directors may prescribe. The Treasurer may be required to furnish bond in an amount determined by the Board of Directors.

5. Terms. All Officers serve a term of two (2) years. Officers may be reelected for an unlimited number of terms. The terms of office of each Officer shall begin on January 1 of the year following the election.

VI. Elections

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.
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.

VII. Committees

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.
2. Chairs. The President or the President's designee shall chair committees.
3. Vacancies. The Board of Directors shall fill vacancies on a committee.
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.

VIII. Contracts, Checks, Deposits, and Funds

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.

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 \$2,500 a second signature shall be required.
3. Payments. The Treasurer is authorized to approve payment of invoices of less than \$2,500. The Board of Directors must approve all payments of \$2,500 or over.
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.
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.
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.

IX. 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.

X. Fiscal Year

The Board of Directors shall determine the fiscal year of ITS Alaska.

XII. Limitation on Activities

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

XIII. 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.

XIV. Provisions for Anti-Trust Compliance

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.
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.

XV. 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.

XVI. 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.

ATTEST:

The undersigned, a member of the initial Board of Directors of ITS Alaska, attests that the initial Board of Directors adopted the above Bylaws at the corporation's organizational meeting of Board members held in conformance with AS 10.20.166.

DATED _____, 2007, in _____, Alaska.

[Signature]

[Print Name]

[Title]