

BYLAWS OF CONNECTICUT CHAPTER OF ITS AMERICA

Approved November 2, 2009

I – NAME AND PURPOSE

1. **Name.** The name of this entity is the Connecticut Chapter of ITS America (hereinafter “Chapter.”) The Chapter is also known as the Intelligent Transportation Society of Connecticut, or ITS-CT.
2. **Region.** The regional confines of this Chapter are limited to the State of Connecticut, but members headquartered beyond the borders of the State who operate or provide services within the State are welcome.
3. **Purpose.** The Chapter is organized to promote and enhance public safety and community welfare by fostering research, development, and implementation of plans and programs to reduce motor vehicle deaths and injuries, improve mobility and accessibility. The Chapter will promote, encourage, and advance an intermodal system of safer, more economical, energy efficient and environmentally sound surface transportation through research, development, and implementation of intelligent transportation technology. It shall be administered and operated exclusively to receive, administer, and expend funds for charitable, educational, and scientific efforts, related to the purposes described in this section. It is the intent of this Chapter to serve as an inclusive public/private partnership involving state and local agencies, private companies, academic institutions, associations, and members of the general public which are not limited on the bases of profession, discipline, mode, or another reason.

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 purpose of the Chapter. All members shall have the same rights, privileges, duties, and obligations.

Individuals may participate in Chapter activities as “affiliates” if their employer is not a member of the Chapter or if they have no employer eligible for membership.

2. **Eligibility.** Organizations desiring to become members of the Chapter whose scope of activity is national must be national members of ITS America to be eligible for Chapter membership.
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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 this Chapter must apply on forms approved and supplied by the Chapter or ITS America. Applications must be accompanied by the 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 of any dues, or other charges required to be paid by members or affiliates. In the establishing of such amounts, the Board of Directors shall adhere to the national dues structure established by ITS America. Different dues may be established for private and public members although they shall be considered members of the single class.
 - (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.
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 conduct elections of members of the Board of Directors and Officers, receive reports of the officers, and consider questions of general policy.
 - (b) **Other meetings.** Meetings 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.
 - (c) **Notice.** The Secretary of the Chapter shall notify all members of the Chapter of each meeting by first-class mail or other appropriate means including email, sent to each member at the member's address in the records of the Chapter at least seven (7) days before the date of the meeting.
 - (d) **Quorum.** In order to transact any business of the Chapter a quorum of the members shall be required. Twenty percent (20%) of the members shall constitute a quorum.
 - (e) **Votes by mail.** Votes of the membership may be conducted by mail or email. Ballots received must satisfy the 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, 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 of Directors present and voting at a duly conducted 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 Board of Directors shall include the President, the Vice President, Treasurer, Secretary, the two Immediate Past Presidents of the Chapter, the Chairs of all standing committees, and all duly elected members. Each Director shall be an employee of, or affiliated with, the member of the Chapter. The President of ITS America or the President's designee shall serve as an ex-officio member of the Board of Directors. The Board shall have a balanced representation from the public, private and academic sectors.
- 3. **Qualifications.** At all times the President and a majority of the Board of Directors must be drawn from organizations that are members in good standing of ITS America.
- 4. **Terms.** The Directors shall serve terms of two (2) years to be 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.
- 5. **Election.** The Directors shall be elected by ballot or standing vote of the membership present at the annual meeting.
- 6. **Chairman.** At the first meeting of the Board of Directors following their election, the time and place of which shall be set by the incoming President, the members of the Board of

Directors may elect a Board Chair to preside over meetings of the Board and Chapter. The Board Chair must have membership in good standing in ITS America.

7. **Removal.** A Director may be removed from office for dishonesty, 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 Board 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 Board Chair or upon the written request of any three (3) Directors. The Board Chair or the Directors who call the meeting, 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 ten (10) days before the meeting by the Secretary. Notice of any special meetings 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 electronic mail to each Director at the Director's address as shown by the records of the Chapter. The business to be transacted at any meeting of the Board of Directors must be specified in the notice of such meeting.
12. **Quorum.** The presence of one-third (1/3) of the voting members of the Board of Directors, either in person or by participating through a telephone conference call, 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 consent in writing, setting forth the action so taken, is signed by a majority of the Directors. This consent may be given by mail, fax or email.

IV – OFFICERS

1. **Officers.** The officers of the Chapter shall be a President, a Vice President, a Treasurer, and a Secretary. At least two or more of the officers shall be members of ITS America in good standing.
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. The Immediate Past President shall take office 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, 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 officer (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.
6. **President.** 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 in the absence of a Board Chair shall preside at all meetings of the Board of Directors, the Chapter, or its 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.
7. **Vice Presidents.** In the absence of the President, or in the event of the President's resignation, removal, disqualification, or death, 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 or 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, the Treasurer shall furnish a statement of the financial condition of the Chapter, and shall perform such other duties as these Bylaws may require or as 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 Chairman of the Board of Directors.

V – ELECTIONS

1. **Nomination Procedure.** All Nominations must be in writing and submitted to the Board of Directors. The Board of Directors shall review all nominations and verify that each nominee's employer is a member in good standing and has paid all fees owed to the Chapter.
2. **Election Procedure.** The elections shall be held at the annual membership meeting. The candidate for each office receiving the highest number of votes will be elected.

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 with the approval of the Board of Directors shall appoint all chairpersons of committees. The chairs of the standing committees shall be Directors of the Chapter.
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.** 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(s) or agent(s) 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(s) or agent(s) 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 device for the general purposes or for any special purpose of the Chapter.

VIII – 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 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 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 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 persons or their legal representative may be made a party by reason of being or having been such a Director, office, 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 the affirmative vote of two-thirds of the members present in person at a meeting called for that purpose, if at least thirty (30) days written notice, setting forth the proposed changes, is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.