

Bylaws of ITS Georgia

A State Chapter of ITS America

I. PURPOSE

ITS Georgia, a State Chapter of ITS America (hereinafter "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 a system of safer, more economical, energy efficient and environmentally sound highway and other surface transportation through research, development, and implementation of advanced technology. The regional confines of this Chapter are limited to the State of Georgia.

II. MEMBERS

A. Classes.

1. General Membership.

Shall be open to for-profit or non-profit companies, corporations, associations, governmental agencies, universities, and other organizations and individuals interested in advancing the purposes of the Chapter. General Membership allows all departments, branches, and subsidiaries of the Primary Organization to be recognized members in the Chapter.

2. Affiliate Membership.

Shall be open to companies, corporations, associations, governmental agencies, universities, organizations, and individuals interested in advancing the purposes of the chapter. Affiliate Membership allows all departments, branches, and subsidiaries of the Primary member to be recognized as members in the Chapter.

3. Student Membership.

Shall be open to all full-time students enrolled at a school of recognized standing and shall cease as a Student Member if the individual withdraws from active enrollment.

B. Eligibility.

1. General Membership.

Shall be open to all organizations and individuals having an interest in advancing intelligent transportation systems in Georgia and shall not be restricted to the boundaries of the State of Georgia.

2. Affiliate Membership.

Shall be open to all organizations and individuals having an interest in advancing intelligent transportation systems in Georgia and shall not be restricted to the boundaries of the State of Georgia. Organizations and individuals seeking this membership class shall be sponsored by a minimum of two

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(2) members of the Board of Directors and be approved by the Board of Directors consistent with its Manner of Acting.

3. Student Membership.

Shall be open to all students having an interest in advancing intelligent transportation systems in Georgia and shall not be restricted to the boundaries of the State of Georgia.

C. Voting Rights.

1. General Members.

Shall have one vote in all matters to be voted on by the members. Each General Member shall designate one or more representatives to attend meetings of the membership or to electronically receive a ballot and, collectively, cast one vote on any matter.

2. Affiliate Members.

Shall have NO voting rights.

3. Student Members.

Shall have NO voting rights.

D. Applications.

Any organization or individual desiring to become a member of the Chapter must apply on forms approved and supplied by the Chapter. Applications must be accompanied by dues required for the first year of membership. Applications for membership shall be approved or denied consistent with the requirements of the Chapter and policies approved by the Board of Directors.

E. Dues.

1. Amounts.

The Board of Directors shall establish the dues or other charges required to be paid by members. Membership is for the calendar year.

(a) *General Membership.*

Dues for new members shall NOT be prorated. The dues paid by organizations that join during the fiscal fourth quarter will cover that organization for that quarter and the following year.

(b) *Affiliate Membership.*

Dues for new members shall NOT be prorated. The dues paid by individuals that join during the fiscal fourth quarter will cover that organization for that quarter and the following year.

(c) *Student Membership.*

Dues shall NOT be prorated.

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.

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F. Meetings.

1. 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, receive reports of the Officers, and consider questions of general policy.

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 (1/3) 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.

3. Notice.

The Secretary of the Chapter shall notify all members of the Chapter of each meeting by e-mail or first-class mail, sent to each member at his/her e-mail or physical 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 for which the meeting is called.

4. Quorum.

The presence in person of twenty-five (25%) of the General Members of the Chapter shall constitute a quorum for the transaction of the business at any meeting of the membership.

5. Votes by Mail or Electronic Mail.

Votes of the membership may be conducted by mail or by use of a secured electronic mail voting system. Ballots received must satisfy the twenty-five percent (25%) quorum requirement. Ballots will be distributed at least two (2) weeks prior to the election deadline.

G. Termination of Membership.

1. 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.

2. Expulsion.

Except for failure to pay dues, no member shall be expelled without due process. Expulsion shall be upon a two-thirds (2/3) vote of the Board of Directors present and voting at a duly constituted meeting.

3. 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.

4. 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

A. General Powers.

The property, affairs, and business of the Chapter shall be managed and controlled by its Board of Directors.

1. Policies of the Board.

Policies of the Board means and refers to those policies and rules adopted by the Board of Directors through its defined Manner of Acting that relate to continuing or precedent-setting implications as provided for in these Bylaws.

- (a) Conflicts of interest.
- (b) Personnel, roles, responsibilities, and other human resource practices.
- (c) Benefits, treatment, and protection of Members.
- (d) Advocacy and education.
- (e) Financial management.

Additions, removals, or modifications shall be recorded in the Minutes of the meeting at which they were adopted and added to the Policies of the Board. Policies of the Board shall be made publicly available.

2. General Resolutions.

General Resolution means and refers to those resolutions adopted by the Board of Directors that relate to specific expenditures, single task actions, and other general matters of the Board of Directors, which have no continuing, far-reaching, or precedent-setting implications. General Resolutions shall be recorded in the Minutes of the meeting at which they were adopted.

B. Membership.

The members of the Board of Directors shall be ten (10) Directors and five (5) Officers, including the President, Vice President, Treasurer, Secretary, and Immediate Past President of the Chapter. Each member of the Board of Directors shall be an employee of a General Member of the Chapter. The President of ITS America and the US DOT Modal Administrators, or their designees, will be considered ex-officio non-voting members of the Board of Directors. The Board of Directors should have a balanced representation from the public, private, and academic sectors. Membership on the Board of Directors shall ensure fair representation and prevent any General Member from holding an excessive number of positions such that:

- (a) A General Member shall not hold more than three (3) total positions on the Board, whether as Directors or Officers.
- (b) A General Member may hold up to a maximum of two (2) positions as Directors.
- (c) A General Member may hold up to a maximum of two (2) positions as Officers.

C. Qualifications.

At least three (3) of the Board of Directors, including the Chapter Officers, should hold national ITS America membership.

D. Terms.

The Directors shall serve terms of two (2) years to be evenly staggered, to begin on January 1st of the calendar year following the annual membership meeting at which their election is announced and end on December 31st of the calendar year upon the term's expiration.

E. Election.

The Directors shall be elected by ballot of the membership prior to the Annual Meeting.

F. 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 Chairman of the Board to preside over meetings of the Board and Chapter from among the Directors. The Chairman will be a nonvoting member of the Board of Directors. It is desirable that the Chairman have membership in good standing in ITS America.

G. Removal.

A Director may be removed from office for neglect, dishonesty, fraud, misrepresentation in connection with the affairs of the Chapter, or behavior unbecoming of professional conduct or ethics by a two-thirds (2/3) vote of the members at a duly held meeting of the membership.

H. Resignation.

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

I. Vacancies.

A vacancy in any Director position, whether because of the membership's failure to elect any Director, resignation, removal, disqualification, or death, shall be filled by the Board of Directors consistent with its Manner of Acting for the unexpired portion of the term.

J. Meetings.

1. Regular Meetings

The Chairman shall set the time and place of the regular meetings of the Board of Directors.

2. Special Meetings

Special meetings of the Board of Directors may be called by either the Chairman or upon the written request of any three (3) Directors. The Chairman or the Directors who call the meeting, shall fix the time and place of any special meeting, giving the purpose for such a meeting.

K. Notice.

Notice of the regular meetings of the Board of Directors shall be given at least thirty (30) days before the meeting by the Secretary. Notice of any special meeting 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 e-mail to each Director at his/her address as shown

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by the records of the Chapter. The business to be transacted at any special meeting of the Board of Directors must be specified in the notice of such meeting.

L. Quorum.

The presence of a one-third (1/3) of the voting members five (5) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

M. 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.

N. Informal Action.

Any action required by law to be taken at a meeting of the Board 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, is approved by a majority of the Board of Directors (eight (8) or more). The written approval may be obtained through e-mail.

IV. OFFICERS

A. Officers.

The Officers of the Chapter shall be a President, a Vice President, a Treasurer, a Secretary, and the Immediate Past President.

B. Elections.

Each Officer of the Chapter (other than the Immediate Past President and Treasurer) shall be elected by the members for a two-year term of office and may not serve more than two (2) consecutive terms in each office. The Immediate Past President shall take office for two (2) years upon the expiration of his/her term of office as President. The Treasurer shall be elected by the members for a two-year term of office and may serve unlimited consecutive terms in office. The terms of Officers shall begin on January 1st of the calendar year following the annual membership meeting at which their election is announced and shall end on December 31st of the calendar year upon the term's expiration.

C. 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 of Directors, an Officer's resignation shall be effective upon receipt by the Board of Directors.

D. Removal.

Any elected Officer may be removed from office for neglect, dishonesty, fraud, misrepresentation in connection with the affairs of the Chapter, or behavior unbecoming of professional conduct or ethics by a two-thirds (2/3) vote of the members at a duly held meeting of the membership.

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E. Vacancy.

A vacancy in any Officer position, whether because of the membership's failure to elect any Officer, resignation, removal, disqualification, or death, shall be filled by the Board of Directors consistent with its Manner of Acting for the unexpired portion of the term.

F. 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 in the absence of a Chairman of the Board 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; shall appoint a State Chapters Council representative; 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.

G. Vice President.

In the absence of the President, or in the event of the President's inability or refusal to perform the duties of the position 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.

H. 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 be received by the Chapter. The Treasurer shall immediately deposit all funds received by the Chapter 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, 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 as the Board of Directors may prescribe. The Treasurer shall be responsible for maintaining the financial records of the Chapter.

I. 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.

J. 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.

V. ELECTIONS

A. Nomination Procedure.

1. All nominations must be in writing and submitted to the Election Committee or the Election Committee may choose to use a secure electronic nominating process through the Chapter website.
2. The Board of Directors shall review all nominations and verify that each nominee meets all of the following:

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- (a) The nominee's employer is a General Member in good standing of the Chapter.
 - (b) The nominee has been an active participant in the Chapter, constituted by attendance at fifty percent (50%) or greater of the monthly Chapter meetings and Annual Meeting over the previous twelve (12) months, as measured from the start of the open nomination period.
 - (c) The nominee has held at least one of the following positions for three (3) months of the previous twelve (12) months, as measured from the start of the open nomination period:
 - i. An elected Director.
 - ii. An elected Chapter Officer.
 - iii. An active volunteer on a Board of Directors recognized committee.
 - (d) The nominee is a permanent resident of the state of Georgia.
 - (e) The nominee for President has served one (1) year as a Director or Officer.
 - (f) The nominee for Vice President has served one (1) year as a Director or Officer.
3. Should a nominee fail to meet the criteria of Section V.A.2, the nominee may request an exemption from the Board of Directors. An exemption shall be granted by an affirmative vote of two-thirds (2/3) of the Board of Directors.
 4. The Board of Directors shall verify that the proposed candidate slate can provide a Board of Directors that meets the requirements of Section III.C.
 5. After the nomination slate has been finalized, the Election Committee Chair shall verify that the nominee is agreeable: to be a candidate, to perform their duties as required by the Chapter if elected, and to attend scheduled board meetings, luncheons, and the Annual Meeting.

B. Election Procedure.

The elections shall be held prior to the Annual Meeting of the membership. The Chapter may choose to use a secure electronic voting process through the Chapter website. The candidate for each office receiving the highest number of votes will be elected, contingent on meeting the requirements of Section III.B. The Election Committee shall, in consultation with the Directors and Officers of the Chapter, ensure that the Board of Directors shall have a balanced representation from the public, private, and academic sectors as required by Section III.B.

C. Election Guidelines

In order to ensure a timely execution of the election process, the Election Committee Chair shall ensure:

1. The nomination period is open for a minimum of sixty (60) calendar days and complete prior to August 1.
2. The Board of Directors verify the nominees within thirty (30) calendar days from the close of the nomination period and complete prior to September 1.
3. The voting period is open for a minimum of sixty (60) calendar days and is complete prior to November 1.
4. Election results are finalized and announced prior to December 1.

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In addition to the timely execution of the election process, the Election Committee Chair shall

1. Ensure time is reserved at a minimum of one (1) monthly meeting to promote nominees.
2. Work with the Communication Committee to prepare any public releases and announcements at the Chapter's Annual Meeting.

VI. COMMITTEES

A. 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.

B. Chairs.

The President shall appoint all chairpersons of committees.

C. 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.

D. Manner of Acting.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, 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 of Directors.

VII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

A. Contracts.

The Board of Directors shall authorize any 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.

B. Checks.

All checks, drafts, orders for the payment of money, notes, or other evidence 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.

C. 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.

D. 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 person or his/her legal representative may be made a party by reason of his/her 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 of Directors or paid by the Chapter until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

XIII. INSURANCE

The Chapter shall maintain general liability insurance and Board of Directors insurance at all times. Minimum insured amounts are as follows:

A. General Liability.

1. Liability and Medical Expenses – \$2,000,000 per occurrence
2. General Aggregate - \$4,000,000
3. Medical Expenses - \$10,000 per person
4. Personal and Advertising Injury - \$2,000,000
5. Damages to Premises Rented to You - \$1,000,000
6. Products-Completed Operations Hazard - \$4,000,000
7. Employment Practices Liability - \$10,000 per occurrence

B. Directors and Officers Liability.

1. General Aggregate - \$1,000,000

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 Articles of Incorporation or these Bylaws.

XV. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the members present in person at a Regular or Special Meeting (see Section III.J.), if at least thirty (30) days written or electronic notice, setting forth the proposed changes, is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.