

# BYLAWS OF ITS HEARTLAND

## I – PURPOSE

1. Purpose. ITS Heartland (hereinafter designated as “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 safer, more economical, energy efficient and environmentally sound surface transportation systems through research, development, and implementation of advanced technology. The Chapter’s region initially consists of the State(s) of Iowa, Kansas, Missouri, Nebraska, and Oklahoma.

## II – MEMBERS

1. Categories: There shall be three categories of membership, open to students, individuals, companies, corporations, associations, governmental agencies, universities, and other organizations interested in advancing the purposes of the Chapter. All members shall have the same rights, privileges, duties and obligations.

Individual – a single membership shall have a single vote

Organizational – a group membership shall have votes equal to number of paid memberships under the organizational (public sector) or business (private sector) category

Student – a single membership for university/college student shall have a single vote

2. Eligibility: Individuals, organizations or students desiring to become members of the Chapter should be present or have business interest in the geographic region of the Chapter.

3. Voting rights: Each member in good standing with the Chapter shall have one vote in all matters to be voted on by the Chapter. Each member can designate one representative to attend meetings and, collectively, cast its vote on any matter.

4. Applications: Any organization desiring to become a member of the Chapter must apply on forms approved and supplied by the Chapter. Applications must be accompanied by the initiation fee and dues required for the first year of membership.

5. Dues:

(a) Amounts. The Board of Directors (hereafter designated as “Board”) shall establish the amount of any initiation fee, dues, or other charges required by Chapter members.

(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. Meeting will be held at a time and place to be determined by the Board, to announce the results of elections of members of the Board for the upcoming year, receive reports of the officers, and consider questions of general policy. An annual meeting shall be held and conducted within the January to May time period or at another time if approved by the Board of Directors in order to accommodate special circumstances, such as combining the Heartland Chapter meeting with a National meeting.

(b) Special meetings: A special meeting of the members shall be held upon the call of the Board 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 e-mail, sent to each member at their address in the records of the Chapter not more than sixty (60) days or less than twenty (20) 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 was called.

## 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, fraud, 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 present and 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 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. The Board may by general resolutions 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 (16), including the President, Vice President, Immediate Past President of the Chapter, Secretary, Treasurer, one Public Sector Director from each state, two Consultant Sector Directors, two Academic Sector Directors, one Vendor Sector Director, and a Communications Director. A Representative from one of the Regional Federal Highway Administration Division Offices will be a non-voting member of the Board. Each Director shall be a member of the Chapter. The former President of the Chapter or his/her designee shall serve as an ex-officio member of the Board for one term.

The Board shall have a balanced representation from the public, private and academic sectors. At least one half of Board members (8 members) shall be ITS America members.

3. Qualifications: At all times, the Board must be members in good standing of the Chapter.

4. Terms: The Directors shall serve terms of two (2) years to be evenly 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 meeting upon the term's expiration.

5. Election: The Directors shall be elected annually by electronic ballot of the membership prior to the annual meeting, with election results announced at the annual meeting and by email after the meeting.

6. Chairman: At the first meeting of the Board following their election, the time and place of which shall be set by the incoming President, the members of the Board may elect a Chairman of the Board to preside over all meetings of the Chapter. The Chairman must be a member in good standing of the Chapter.

7. Removal: A Director may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a two-thirds vote of the members in a duly held meeting of the membership.

8. Resignation: A Director may resign from the Board 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. Vacancy: A vacancy in any Board member (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 for the unexpired portion of the term.

10. President: The President shall be the chief executive officer for a one 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.

11. 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 one-year term as Vice President/President-Elect. The Vice President will serve as a Liaison with Administrative Agencies and will provide oversight of the ITS Heartland financials and bank account as designated below.

12. 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.

13. Secretary: The Secretary shall serve a one-year term and shall inform Board members of all meetings, formally record minutes of all meetings, assist in the administration 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.

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

- (a) Security and oversight of all accounts associated with and owned by the ITS Heartland Chapter. Account numbers, credit cards, checks, electronic logins and passwords shall be kept by the Treasurer.
- (b) Keeping ITS Heartland account records in a neat and secure fashion for audit at any time.
- (c) Preparing a monthly report of account balances, previous month expenses and revenue and budget status for the monthly Board meeting. All reports shall be approved by the Board.
- (d) Preparing an annual (fiscal year) recommended budget to be presented to the ITS Heartland Board for approval prior to the start of the fiscal year on January 1.
- (e) Annually, the Treasurer, the President and the new Vice President will arrange to have the account signatories changed to reflect the Board member changes.

15. 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 Heartland 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.

- (a) 5 Public Sector Board Members (one from each state)
- (b) 2 Consultant Sector Members – The Consultant Sector Directors are charged with assisting the Vendor Sector Director with soliciting Annual Meeting sponsors and serving as ambassadors for the work of the ITS Heartland Chapter by engaging other consultants, vendors or potential partners in supporting the ITS Heartland Chapter.

(c) 1 Vendor Sector Member – The Vendor Sector Director is charged with soliciting exhibitors and sponsors for the Chapter’s Annual Meeting and in serving as the liaison between vendors, sponsors and the Board.

(d) 2 Academia Members – Academic directors are charged with being communication liaisons with students, faculty and research institutions. Responsibilities include:

1. Developing/maintaining a student outreach program to promote membership and participation of students.
2. Supporting training and professional capacity building activities within ITS Heartland
3. Promoting and leading initiatives that develop ITS research programs within the Heartland

(e) 1 Communications Board Member (two-year term) – The Communications Director is charged with overseeing Chapter communications, including but not limited to: writing/editing the ITS Heartland Chapter “Pulse” Newsletter (monthly electronic publication); liaison to ITSA for chapter promotion/publicity; and assistance with other promotion, such as event promotions and social media.

16. Meetings:

(a) The President or Chairman 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 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 meetings.

17. Notice: The Secretary shall give notice of regular Board meetings at least thirty (30) days prior to the meeting. Notice of any special meeting of the Board shall be given at least three (3) calendar days before the meeting by the Secretary. In both cases, the notice shall be delivered personally, sent by email to each Director at their email address as shown by the records of the Chapter. The business to be transacted at any special meeting of the Board must be specified in the notice of such meeting.

18. Quorum: The presence of a majority of the voting members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

19. 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, unless the act of a greater number is required by law, by these Bylaws, or by Robert’s Rules of Order.

20. 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 the Directors, may be taken without a meeting of a consent in writing, setting forth the action so taken, and shall be signed by a majority of the Directors.

#### **IV – ELECTIONS**

1. Nomination Procedure: All nominations must be in writing or e-mail and submitted to the Board. The Board shall review all nominations and verify that each nominee is in good standing with the Chapter.

2. Election Procedure: The elections shall be conducted electronically in advance of the annual meeting, with a two-week period allotted for members to cast votes. Electronic ballots, along with candidate information, shall be sent out to voting members by the Chapter Administrator and votes shall be returned to Chapter administration for tally. Ballots received should satisfy the twenty-five (25) percent quorum requirement. If the two-week period allotted for members to cast votes expires and quorum is not met, the Board of Directors reserve the right to approve the election results as received. The candidate for each office receiving the highest number of votes will be elected. Election results shall be provided to the Board of Directors and announced at the Business Meeting held at the annual membership meeting. An email shall also be sent to Chapter members announcing election results.

#### **V – 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.

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

3. Vacancy: An appointment can be made in a similar manner as provided in the case of the original appointment for a vacancy to any committee.

4. Manner of Acting: Unless otherwise provided in the resolution of the Board's designation of committees, 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.

#### **VI – CONTRACT, CHECKS, DEPOSITS, AND FUNDS**

1. Contracts: The Board shall 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 and such authority may be general or confined to specific instances.

2. Checks/Payments: 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 or officers, agent, or agents of the Chapter and in such manner as shall from time to time

be determined by resolution of the Board. In the absence of such determination by the Board of Directors, the Treasurer shall sign such instruments.

(a) The bank account of ITS Heartland will have two (2) signatories, the Treasurer and the Vice President of ITS Heartland. Only a single signature will be required on any paper checks written.

(b) ITS Heartland has electronic bank account access and electronic bill pay capability. Bank drafts and account transfers can be done through ITS Heartland's accounts with secured account access via logins and passwords. The Treasurer and Vice President of the ITS Heartland Board shall have access to account logins and passwords. The Treasurer will be able to make payments of invoices, bills, expense reports and other payments using this method. Oversight of the account will be performed by the Vice President once per month through electronic account access and review of monthly bank statements. The Treasurer will provide a copy of the bank account statement to the Vice President in a prompt manner each month.

(c) ITS Heartland has a debit card associated with its bank account. The Vice President, Treasurer and ITS Heartland's administrative staff will have access to this debit card/number for routine payments requiring immediate attention or being made electronically when a check or bank draft will not suffice. The debit card/number will be kept in a secure location at all times.

(d) Any payments of bills or invoices in the amount of \$500 or more will be approved by the Treasurer and the President or Vice President before payment. Payments under \$500 can be approved by the Treasurer and paid. These expenses are to be a part of the annual budget. If the expense, no matter what the amount, is not included in the approved annual budget, the Treasurer or other officer will bring them to the attention of the Board and seek approval for the expense.

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.

(a) ITS Heartland has a PayPal account for processing electronic payments made to the Chapter. Access to this account is electronic via a login and password. This account is used to receive credit card payments made to ITS Heartland. The Treasurer will routinely transfer funds from this account to ITS Heartland's bank account as necessary. In addition to Treasurer and Vice President access for transfers and oversight, the account will be able to be accessed by ITS Heartland's administrative personnel for payment processing.

4. Funds: The Board may accept on behalf of the Chapter any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Chapter.

## **VII – 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 and committees having any of the authority of the Board. These duties will be the responsibility of the elected Secretary.

## **VIII – FISCAL YEAR**

The Chapter's fiscal year shall begin on January 1 and end on December 31 of the same year.

## **IX – SEAL**

The Board may provide a corporation seal that shall be in a form selected by a resolution of the Board.

## **X – LIMITATION ON CHAPTER ACTIVITIES**

The Chapter shall not rate, endorse, or certify any product or service of suppliers.

## **XI – 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, 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. 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.

## **XII – 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.

## **XIII – AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Board of Directors administering the following procedure:

1. The Board of Directors will draft the proposed Bylaws and provide them electronically, via email, to the current members of ITS Heartland. The current members of ITS Heartland will have a minimum of two (2) weeks to provide open comment to the

proposed Bylaws.

2. After a minimum of two (2) weeks, the Board of Directors will address each comment received by revising the proposed Bylaws or providing response to the comment. A final comment-resolution matrix should be developed and sent electronically, via email, to the members.
3. The Board of Directors will formally vote to approve the proposed Bylaws and inform the current members of ITS Heartland of the effective date for the newly adopted Bylaws.

Each Public Sector Director should consider their vote to approve the adopted Bylaws as a “proxy vote” cast by one person on behalf of the larger State ITS Heartland membership that they represent.