

BYLAWS OF
THE INTELLIGENT TRANSPORTATION SOCIETY OF THE
ROCKY MOUNTAINS

Adopted by majority vote of the members, May 1, 2001.

I. PURPOSE.

1. *Purpose.* The Intelligent Transportation Society of the Rocky Mountains Chapter (Chapter) is organized and shall be administered and operated exclusively to receive, administer, and expend funds for charitable, educational and scientific purposes; and to provide for information exchange among governments, the private sector and academia; to inform and educate the public; to encourage a strong Intelligent Transportation System (ITS) industry within the Rocky Mountain region; to foster research and development; and to serve as a clearinghouse for ITS information – resulting in: improved safety and driver comfort; reduced congestion; informed motorists and travelers; energy conservation; improved air quality; enhanced mobility; reduced environmental impact; promoted economic development; and promoted alternate transportation modes and ride-sharing.
2. *Region.* The regional confines of this Chapter are limited to the States of Colorado, Idaho, Montana, New Mexico, Utah and Wyoming.

II. MEMBERS

1. *Classes.* There shall be four classes of membership:
 - (a) Individual (private sector) – open to persons employed within the private sector whose interest is in advancing the purposes of the Chapter;
 - (b) Individual (public sector) – open to persons employed within the public sector whose interest is in advancing the purposes of the Chapter;
 - (c) Organizational – open to companies, corporations, associations, governmental agencies, universities, and other organizations interested in advancing the purposes of the Chapter; and

- (d) **Student** – open to full-time university students whose interest is in advancing the purposes of the Chapter.

All members shall have the same rights (except voting rights, as set forth below), privileges, duties, and obligations.

2. *Voting Rights.*

- (a) **Individual Members (private and public sector).** Each Individual Member of the Chapter shall have one vote in all matters to be voted on by the members.
- (b) **Organizational Members.** Each organization shall designate one or more “Organizational Representatives” to represent its organization. Each organizational representative shall have one vote in all matters to be voted on by the members. Each organization shall have no more than three voting members.
- (c) **Student Members.** Student Members shall not have voting rights.

3. *Applications.* Any individual, organization, or student 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. Applications for membership shall be approved or denied consistent with policies approved by the Board of Directors.

4. *Dues.*

- (a) **Amounts.** The Board of Directors shall establish the amount of any initiation fee, dues, or other charges required to be paid by 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.

5. *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) **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.
- (c) **Notice.** The Secretary/Treasurer of the Chapter shall notify all Individual Members and Organizational Representatives of the Chapter of each meeting by first-class mail, sent to each member at his address in the records of the Chapter not more than ninety (90) 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.
- (d) **Quorum.** The presence in person of 20% of the sum of Individual Members plus Organizational Representatives of the Chapter shall constitute a quorum for the transaction of business at any meeting of the membership.

6. 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, without due process. Expulsion shall be upon a two-thirds vote of the Board of Directors 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 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.*

- (a) **Number.** The number of individuals within the Board of Directors shall not exceed sixteen (16) including the President, Vice President, Secretary/Treasurer, Immediate Past President (known collectively as Officers), and up to twelve (12) State Senators (Senators).
- (b) **State Representation.** Each state shall be represented by no less than one (1) and no more than two (2) Senators. Senators must reside within the state they represent.
- (c) **Qualifications.** Each member of the Board of Directors shall be either an Individual Member (private or public sector) or an Organizational Representative of the Chapter. Any one employer may have no more than two employees serving on the Board of Directors at any one time. Organizational Members may have no more than two Organizational Representatives serving on the Board at any one time.

3. *Terms.*

- (a) **President and Vice President** – shall serve terms of two (2) years with the first terms expiring in 2001. The terms will 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 terms' expiration.
- (b) **Immediate Past President** – shall serve a term of at least one (1) year, but no more than two (2) years. The term will begin at the close of the annual membership meeting during which he/she leaves the office of President.
- (c) **Secretary/Treasurer** – shall serve a term of three (3) years with the first term expiring in 2004. The term will begin at the close of the annual membership meeting at which the election is announced and end at the close of the next annual membership meeting upon the term's expiration.
- (d) **Senators** – shall serve a term of three (3) years with the first terms expiring in 2002 for Colorado and Idaho, 2003 for Montana and New Mexico, and 2004 for Utah and Wyoming. The terms will begin at the close of the annual membership meeting at which their election is announced and end at the close of the next annual membership meeting upon the terms' expiration.

4. *Election.* The Board of Directors shall be elected by ballot of those having voting rights at the annual meeting in which their term expires. Senators may be elected only by those members having voting rights within the particular state they wish to represent.
5. *Voting Rights on the Board.* All members of the Board of Directors shall have the right to vote on matters decided by the Board.
6. *Removal.* An Officer or Senator may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a vote of two-thirds of those having voting rights.
7. *Resignation.* An Officer or Senator 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 Board Member's resignation shall be effective upon receipt by the Board.
8. *Vacancies.* Any vacancy on the Board of Directors will be filled by appointment by the Board of Directors unless an annual meeting is to occur within (30) days of vacancy. At which time the vacancy will be filled via election by the general membership.
9. *Meetings.*
 - (a) *Time.* The President shall set the time and place of the regular meetings of the Board.
 - (b) *Special Meetings.* Special Meetings of the Board of Directors may be called by either the President or upon the written request of any four (4) Board Members. The President, or the Board Members who have called the meeting, shall fix the time and place of any special meeting.
 - (c) *Notice.* The Secretary/Treasurer shall give notice of the regular meetings of the Board of Directors at least thirty (30) days before the meeting. 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/Treasurer. In both cases, the notice shall be in writing and delivered personally, sent by overnight mail, facsimile, email or telegraph to each Board Member at his address as shown 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.
10. *Quorum.* The presence of a simple 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. Due to the size of the region, members of the Board may "attend" the meetings through a conference call.

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 these Bylaws, or by Robert's Rules of Order.
12. *Informal Action.* Any action required by law to be taken at a meeting of the Board of Director's, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by a majority of the Board of Directors.

IV. OFFICERS AND SENATORS

1. *Officers.* The officers of the Chapter shall be a President, a Vice President, a Secretary/Treasurer, and the Immediate Past President.
2. *Election.* Each Officer of the Chapter (other than the Immediate Past President) shall be elected in person by the members having voting rights and shall serve for the specified term length (Section III, 3). The President, upon completion of his/her service as President, shall serve as Immediate Past 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 annual meeting in which their term expires.
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 dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a vote of two-thirds of the members having voting rights.
5. *Vacancy.* A vacancy in any office (except the President), whether because of the membership's failure to elect any officer, resignation, removal, disqualification, or death, shall be filled by appointment by the Board of Directors for the remaining portion of the term unless an annual meeting is to occur within (30) days of the vacancy. At which time the vacancy will be filled via election by the general membership.
6. *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 shall preside at all meetings of the members and at all meetings of the Board of Directors; 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 President.* In the absence of the President, or in the event of the Presidents' 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 of Directors or the President.
8. *Secretary/Treasurer.* The Secretary/Treasurer shall keep correct and complete records of account, showing accurately at all times the Chapter's financial condition. The Secretary/Treasurer shall be the legal custodian of all monies, notes, securities, and other valuables, which may from time to time come into the Chapter's possession. The Secretary/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 Director's, and shall keep such bank account in the name of the Chapter. Upon request by the Board of Director's, 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 the Board of Directors may prescribe. The Secretary/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.

The Secretary/Treasurer shall also 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 President or the Board of Directors.

At the discretion of the Board of Directors, the office of Secretary/Treasurer may be split in two (2) offices of Secretary and Treasurer. Such a change must be approved by a two-thirds vote of the Board of Directors, and must be accompanied by written notification, to all voting members, within thirty (30) days of said change.

9. *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.
10. *Senators.* Senator's shall perform any duties as may from time to time be prescribed by the Board of Director's or the President.

V. ELECTIONS

1. *Nomination Procedure.* All nominations must be in writing and submitted to a Nominating Committee designated by the Board of Directors. The Nominating Committee shall be responsible for recommending a slate of nominees for all Officers and Senators. The Nominating Committee shall consider continuity in

Officers on the Board of Directors from year to year. The Nominating Committee shall have, as a goal, an approximate balance of representation between the public and private sectors for the Officers and Senators. The Board of Directors shall review all nominations and verify that each nominee is an Individual Member or Organizational Representative in good standing and has paid all dues and 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.
2. *Chairs.* The President shall appoint all chairs of committees.
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 original appointments.
4. *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. As with meetings of the Board of Directors, committees may elect to meet via conference calls or through teleconferencing.

VII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. *Contracts.* The Board of Directors 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.* 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 of Directors. In

the absence of such determination by the Board of Director's, the Secretary/Treasurer shall sign such instruments.

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 Secretary/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 shall provide a corporate 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 supplies.

XII. INDEMNIFICATION

Any present or former Officer, Senator, 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, suite, 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 an Officer, Senator, 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. PROVISIONS FOR ANTI-TRUST COMPLIANCE

1. *Antitrust Policy.* It is the policy of the ITS Rocky Mountain Chapter to comply strictly with the letter and spirit of all federal, state, and applicable international trade regulations and antitrust laws. Any activities of ITS Rocky Mountain Chapter or ITS Rocky Mountain Chapter related actions of its staff, Officers, Senators, or members, which violate these regulations, and laws are detrimental to the interests of ITS Rocky Mountain Chapter and are contrary to ITS Rocky Mountain Chapter policy.
2. *Meetings Guidelines.* All meetings shall be conducted in strict compliance with ITS America Antitrust Guidelines. Any discussion or activities which appear to violate these guidelines shall not be permitted and if they continue, the meeting will be adjourned and appropriate action taken.

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 of the members present in person at any 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.