

BYLAWS
ITS MASSACHUSETTS
A Chapter of ITS AMERICA

Section 1. Purpose.

The purpose of the Intelligent Transportation Society of Massachusetts (hereinafter “ITS MASSACHUSETTS” or “Chapter”), is to be organized, administered and operated exclusively to receive, administer, and expend funds for charitable, educational, and scientific purposes. Specifically, its purpose is to promote and enhance public safety and community welfare by fostering research and development, and implementation of plans and programs to reduce motor vehicle and mass transit 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. ITS Massachusetts is a state chapter of the Intelligent Transportation Society of America (“ITS AMERICA”) and its membership is limited to the Commonwealth of Massachusetts.

Section 2. Membership.

2.01. Classes. There shall be three classes of membership: Organization, Individual, and Student Membership. Membership shall be open to companies, corporations, associations, governmental entities, colleges, universities, not for profit organizations, and other organizations and individuals interested in advancing the purposes of the Chapter.

(a) Organization. Any company, corporation, association, governmental entity, college, university, not for profit organization, or other organization conducting business within Massachusetts shall be eligible for Chapter membership by way of membership in ITS AMERICA or by membership in ITS MASSACHUSETTS. Such member may designate three participating members to take part in all Chapter activities.

(b) Individual. One (1) individual per organization may participate in Chapter activities as "Individual Member" if their employer is not a member of the Chapter. Individual Members are not entitled to receive any of the services provided by ITS AMERICA outlined in the Chapter Affiliation Agreement.

(c) Student. Students enrolled full-time in a college or university within the geographical boundaries of the Chapter may participate in Chapter activities as "Student Members".

2.02. Member Benefits. Members in good standing are entitled to receive all benefits and services provided by the Chapter; and members in good standing with ITS AMERICA are entitled to receive any and all services as outlined in the Chapter Affiliation Agreement as well as all services provided by the Chapter.

2.03. *Voting rights.* Each Organization member and Individual Member shall have one vote in all matters to be voted on by the members. Organization members shall designate one person to cast its vote. Student Members do not have voting privileges.

2.04. *Applications.* To become a Chapter member application forms approved and supplied by the Chapter or ITS AMERICA must be submitted along with the dues for the first year of membership, as provided below. 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.

2.05. *Dues.*

(a) The membership dues are established by the Board of Directors of ITS MASSACHUSETTS and current dues are set forth in Appendix A to these bylaws. The Board of Directors may change the amount of any initiation fee, dues, or other charges required to be paid by members with a two-thirds vote of the Board. In the establishing of such amounts, the Board of Directors shall adhere to the national dues structure established by ITS AMERICA.

(b) Members whose dues are more than sixty (60) days in arrears may be suspended, and may not vote and shall not be counted for purposes of a quorum at meetings. Members whose dues are more than ninety (90) days in arrears may be terminated as members.

2.06. *Meetings.*

(a) *Annual meeting.* There shall be an annual meeting of the membership of the Chapter to be held in the Spring at a time and place to be determined by the Annual Meeting Committee with the Board of Directors' approval. The meetings shall receive election results for the Directors or such elections shall be conducted, receive reports of the officers, and consider questions of general policy.

(b) *Special meetings.* A special meeting of the membership 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 Annual or Special meeting 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 or purposes for which the meeting is called.

(d) *Quorum.* The presence of a majority of the members of the Chapter shall constitute a quorum for the transaction of the business at any meeting of the membership.

(e) *Votes by mail.* Votes of the membership may be conducted by mail or electronic mail. Ballots received by a majority of the membership shall be the quorum requirement for the purpose of votes by mail or electronic mail.

2.07. *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 the due process. Expulsion shall be by way of a two-thirds vote of the Board of Directors present and voting at a duly constituted meeting. Board of Directors found to have a conflict of interest shall not vote.

(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.

Section 3. Board of Directors.

3.01. *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.

3.02. *Membership.* There shall be eighteen (18) Directors. Nine (9) Directors shall be from the corporate, public and academic sectors and there shall be equal representation from each sector. Three (3) Directors shall be at-large members. There shall also be six (6) *ex-officio* members of the Board of Directors, as follows: the Immediate Past President of the Chapter; the active President; a representative of the Division office of the Federal Highway Administration; a representative of the Federal Transit Administration; a representative of the I-95 Corridor Coalition; and the Executive Director of ITS AMERICA or designee. Each Director shall have one vote, provided that representatives of the Federal Transit Administration, the I-95 Corridor Coalition, and the Division office of the Federal Highway Administration shall be non-voting members and any other *ex-officio* member may serve as a non-voting member by providing written notice to the Chairman of the Board of Directors. The Immediate Past President of the Chapter shall serve for a single term of one year immediately following his or her term as President.

3.03. *Qualifications.* In order to serve on the Board of Directors, the Director must be a member in good standing with ITS MASSACHUSETTS. At all times the majority of the Board of Directors must be drawn from members that are in good standing with ITS AMERICA.

3.04. *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 meetings upon the term's expiration. The *ex-officio* member of the Board holding the office of President shall serve on the Board of Directors concurrently with his/her active duties.

3.05. *Election.* The Directors shall be elected by a vote of the membership.

3.06. *Chair.* 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 Chair of the Board to preside over all meetings of the Chapter. The Chair must be a member in good standing of ITS MASSACHUSETTS.

3.07. *State Chapter Council Representative.* 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 designate a State Chapter Council Representative to represent ITS MASSACHUSETTS at all meetings of the ITS AMERICA State Chapter Council. The State Chapter Council Representative must be a member in good standing of ITS MASSACHUSETTS.

3.08. *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 at a duly held meeting of the membership.

3.09. *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.

3.10. *Vacancies.* Any vacancy on the Board of Directors will be filled by the Board of Directors. Appointment to the Board of Directors for the purpose of filling a vacancy for the remainder of the existing term shall be upon a majority vote of the Board of Directors.

3.11. *Meetings.*

(a) Regular meeting of the Board of Directors shall be held no less than 4 times per year. Following his/her election, the Chair shall set the time and place of such meetings.

(b) Special meetings of the Board of Directors may be called by either the Chair or upon the written request of any three (3) Directors. The Chair of the Board of Directors who calls the meeting shall fix the time and place of any special meeting.

3.12. *Notice.* Notice of the regular meetings of the Board of Directors shall be given 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. In both cases, the notice shall be in writing and delivered personally, sent by overnight mail or facsimile to each Director 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.

3.13. *Quorum.* The presence of a 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.

3.14. *Manner of Acting.* The Directors may take official action only at meetings for at which a quorum is present. Actions shall be by a majority of those Directors present, unless the act of a greater number is required by law, by these Bylaws, or by Robert's Rules of Order.

3.15. *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 a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors.

Section 4. Officers.

4.01. *Officers.* The officers of the Chapter shall be a President, a Vice President, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be held by the same person.

4.02. *Qualifications.* At all times the majority of the Officers must be drawn from organizations that are members in good standing of ITS AMERICA. Student Members are not eligible to serve as officers.

4.03. *Election.* Each officer of the Chapter shall be elected by the members for a one-year term of office. 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.

4.04. *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.

4.05. *Removal.* Any elected officer may be removed from office for neglect, dishonesty, fraud, 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.

4.06. *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.

4.07. *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; 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. The President shall also serve as an *ex-officio* member of the Board of Directors.

4.08. *Vice 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. The Vice President shall perform the duties of the President in the President's absence or in the event that of the President's inability or refusal to act, or if the President resigns, is removed or disqualified from office. The Vice President shall also serve as the de facto chair of the Annual Meeting Committee unless otherwise delegated.

4.09. *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 or the President, 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 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.

4.10. *Secretary.* The Secretary shall give notice and attend all meetings of the Chapter; shall keep all non- financial records of the Chapter; shall record minutes of all meetings of the Board of Directors and general business meetings of the Chapter; and shall perform all other duties assigned by the President and/or the Board of Directors. The Secretary shall be responsible for providing ITS AMERICA with meeting notices and reports in accordance with the Chapter Affiliation Agreement.

4.11. *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. The Immediate Past President shall also serve as an *ex-officio* member of the Board of Directors for a term of one year immediately following his/her term as President.

Section 5. Elections.

5.01. Nomination Procedures. The Board of Directors shall establish a Nominating Committee at least sixty (60) days in advance of the election. All nominations for the Board of Directors and Officers must be in writing and submitted by a Chapter member to the Nominating Committee. The Nominating Committee shall review all nominations and verify that each nominee is a member in good standing with the Chapter and submit such nominations to the Board of Directors at least thirty (30) days in advance of the election. The Board of Directors shall review and approve such nominations.

5.02. Election Procedure. The elections of the Board of Directors and Officers shall be held by a vote of the membership prior to the annual membership meeting. The candidate for each office receiving the highest number of votes and also meeting the qualifications stipulated herein shall be elected.

Section 6. Committees.

6.01. 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 or dissolved by action of the Board of Directors. There shall be four (4) Standing Committees, as follows: Annual Meeting, Awareness, Membership, and Technical.

(a) Annual Meeting. The Annual Meeting Committee shall be responsible for the planning, development, organization, and administration of the Annual Meeting, under the direction and approval of the Board of Directors.

(b) Awareness. The Awareness Committee shall be responsible for developing and administering public outreach and advocacy activities on behalf of the Chapter, under the direction and approval of the Board of Directors.

(c) Membership. The Membership Committee shall be responsible for maintaining membership lists, registrations, and dues status, under the direction and approval of the Board of Directors.

(d) Technical. The Technical Committee shall be responsible for developing and administering activities to increase the technical education and capacity of the Chapter membership, under the direction and approval of the Board of Directors.

6.02. Governance. Each committee may adopt rules for its own governance, including the selection of Chairs, provided that such rules are not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 7. Contracts, Checks, Deposits, and Funds.

7.01. 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.

7.02. 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 the President, the Treasurer, or in their absence, 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.

7.03. 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.

7.04. 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.

Section 8. 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 Director and committees having any of the authority of the Board of Directors.

Section 9. Fiscal Year.

The fiscal year of the Chapter shall begin on the first day of January and end on the last day of December.

Section 10. 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.

Section 11. Limitation on Chapter Activities.

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

Section 12. 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 proceedings 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 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.

Section 13. 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 Organization of these Bylaws.

Section 14. 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 at a meeting of the Board of Directors called for that purpose, if at least thirty (30) days written notice is provided to the members. Such notice shall set forth the proposed changes and state the intention to alter, amend, repeal, or to adopt new Bylaws at such meeting.

APPENDIX A

The dues structure is as follows:

(a) Organizations that are members of ITS AMERICA and select ITS MASSACHUSETTS as an allowable State chapter membership shall have dues of two hundred (\$200) dollars per year. Additional participating members, beyond the three allowed, may be added for fifty (\$50) dollars each per year.

(b) Organizations that are not members of ITS AMERICA shall have dues of three hundred (\$300) dollars per year. Additional participating members, beyond the three allowed, may be added for fifty (\$50) dollars each per year.

(c) Individuals shall have dues of one hundred (\$100) dollars per year.

(e) Students may participate in Chapter activities as "Student Members" for an annual fee of ten (\$10) dollars. Student Members affiliated with a Student Chapter of ITS AMERICA shall have their dues waived for the period of time that the Student Chapter is in good standing with ITS AMERICA.