

**BYLAWS OF ITS TEXAS
A REGIONAL CHAPTER OF ITS AMERICA**

I – General Definitions

The reference to meeting in these bylaws are defined as any meeting held in person, by phone, Internet, or combination thereof. In any case, the meeting venue must provide live, real-time interaction for all attendees.

The reference to mail in these bylaws are defined as postal, electronic, or combination thereof.

II - PURPOSE

1. Purpose. This Regional Chapter of ITS AMERICA, incorporated under the laws of the State of Texas, 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, 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.

III - MEMBERS

1. Classes. There shall be two classes of membership: (1) Individual Membership, open to any dues paying member whose interest is in advancing the purposes of the Chapter, and (2) Agency, open to all dues paying governmental agencies at the state, local, and regional level whose interest is in advancing the purposes of the Chapter. All employees of an agency member shall have the same rights, privileges, duties, and obligations as individual members except as stated below in paragraphs II.2 and III.2.

2. Voting rights. Each individual member of the chapter shall have one vote in all matters to be voted on by the Chapter. Each member agency shall designate one individual to be the eligible voting member for the agency. Eligible voting members shall consist of individual members and the agencies' eligible voting members.

3. Applications. Any person or agency 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 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 individual and agency members.

(b) Delinquency. Members whose dues are more than ninety (90) days in arrears may be suspended, and may not vote, pending payment. Members whose dues are more than one hundred and twenty (120) days in arrears may be terminated as members.

5. Meetings.

(a) Annual Meetings. 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 eligible voting 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 posting the meeting date, time and location on the ITS Texas website and/or sending to each member at his/her address in the records of the Chapter not less than thirty (30) 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 eligible voting members of the Chapter in attendance 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.

IV- 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. There shall be nine (9) Directors, including the President, Vice President/President-Elect, Treasurer, Secretary, four (4) Directors at Large, and Immediate Past President of the Chapter. To the extent practical, the Board of Directors shall include representatives of varied employer groups including government, transit, private, and academia. Only one representative of an Agency Member may serve on the Board of Directors at any one time.

3. Terms. Officers shall serve terms of one (1) year, which shall coincide with the fiscal year immediately following the annual membership meeting at which their election is announced. The Directors at large shall serve terms of two (2) years, which shall coincide with the fiscal year immediately following the annual membership meeting at which their election is announced. No Director at Large shall serve more than two consecutive terms.

4. Election. The Directors shall be elected as specified in Article V of these Bylaws. With the exception of the Immediate Past President, who will serve for one term following his/her term as President.

5. Removal. A Director may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a vote of 75% of the eligible voting members.

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

7. Vacancies. Any vacancy on the Board of Directors shall be filled by the Board of Directors for the unexpired portion of the term.

8. Meetings.

(a) The President shall set the time and place of the regular meetings of the Board.

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

9. 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 (3) calendar days before the meeting by the Secretary. In both cases, the notice shall be in writing and delivered to each Director at his/her 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 the majority of the voting member of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

11. 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.

12. 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, to by a majority of the Directors.

V - OFFICERS

1. Officers. The officers of the Chapter shall be a President, a Vice President/President Elect, a Treasurer, a Secretary, and the Immediate Past President. At least three or more of the Board of Directors should be members of ITS AMERICA in good standing.

2. Election. Each officer of the Chapter (other than the Immediate Past President) shall be elected in person by the members for a one-year term of office. The Immediate Past President shall take office for one (1) year upon the expiration of his/her term of office as President. The terms of office of each officer shall coincide with the fiscal year immediately following the annual membership meeting at which their election is announced.

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 75 % of the eligible voting members.

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 the Board of Directors for the unexpired portion of the term.

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. The President may not serve more than one consecutive term in office.

7. Vice President/President Elect. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President/President Elect shall perform the duties of the President. The Vice President/President Elect shall perform such other duties as may from time to time be prescribed by the Board of Directors or the President. The Vice President/President Elect will typically serve as President during the year following his/her term as Vice President/President Elect; however, he must be elected to the office of President. The Vice President/President Elect may not serve more than one consecutive term in office.

8. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the Chapter's financial condition. The Treasurer shall be legal custodian of all monies, notes, securities, and other valuables which may from time to time come into the Chapter's possession. The Treasurer shall immediately deposit all funds of the Chapter coming into his/her hands in some reliable bank or other depository approved by the Board of Directors, and shall keep such bank account in the name of the Chapter. Upon request by the Board of Directors, 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. The Treasurer may not serve more than three (3) consecutive terms in office.

9. Secretary. The Secretary shall give notice and attend all meetings of the Chapter; shall keep all non-financial records of the Chapter; and shall perform all other duties assigned by the President or the Board of Directors. The Secretary may not serve more than three (3) consecutive terms in office.

10. 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.

VI - ELECTIONS

1. Nomination Procedure. All nominations must be in writing and submitted to the Board of Directors. The Board of Directors shall review all nominations and verify that each nominee is a member in good standing and has paid all dues and fees owed to the Chapter. In consultation with the Board of Directors, the President shall appoint a nominating committee to recommend a slate of officers.

2. Election Procedure. Voting for officers and Directors at Large shall be by secret ballot. The candidate for each office receiving the highest number of votes cast shall be elected.

(a) If the annual meeting is held, ballots shall be provided to all eligible voters at the annual meeting, accompanied by a blank envelope. The name of eligible voter shall be printed or written on the back side of the blank envelope. Those qualified to vote shall indicate their selection on the ballot, seal it in the blank envelope, sign the envelope and hand deliver to collection box. The president shall call for ballots before instructing the teller's committee to count the ballots. The President shall appoint a tellers committee to count the ballots and add to their totals to the report of voting to determine the final result. Before the ballots are canvassed, the names shall be checked against a list of eligible voters. Only those envelopes submitted by eligible voters shall be opened and canvassed. Results of the election shall be reported at the business lunch at the annual meeting and in the next chapter newsletter.

(b) If an annual meeting is not held or the Board of Directors deem necessary, the election may be held by mail or electronic voting. Ballots shall be sent to all eligible voters, accompanied by a blank envelope and a pre-address return envelope addressed to the secretary of ITS Texas official mailing address. The name of eligible voter shall be printed or written on the back side of the pre-addressed return envelope. Those qualified to vote shall indicate their selection on the ballot, seal it in the blank envelope, and insert that envelope in the return envelope. Alternately, eligible voters may be given the option of voting electronically provided that all of the following safeguards are in place: (a) each eligible voter shall be allowed to vote only once, either electronically or by means of paper ballot; and (b) the report of electronic voting shall list the names of those who voted electronically and shall show the total number of votes received by each candidate and for or against each proposition; however (c) to preserve the secrecy of the ballot, the report of electronic voting shall not disclose the candidates or propositions for which any individual voter has voted.

VII- COMMITTEES

1. Authority. The President may designate such 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 the 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.

VIII - 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 Directors, such instruments shall be signed by the Treasurer.

3. Deposits. All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks or other depositories as the Treasurer may select with the approval of the Board of Directors.

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

IX - BOOKS AND RECORDS

The Chapter shall keep correct and complete 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.

X - FISCAL YEAR

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

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 or paid by the Chapter until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

XIII - PROCEDURE

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Chapter where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

XVI - 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 eligible voting members present in person at any meeting called for that purpose. Should the Board deem it expeditious, the Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds of the eligible voting members casting by mail ballot. In either case, at least thirty (30) days' written notice, setting forth the proposed changes, shall be given of intention to alter, amend, or repeal, or to adopt new Bylaws. Mail balloting shall follow procedures as set forth in Paragraph V, ELECTIONS. In either case, at least thirty (30) days' written notice, setting forth the proposed changes, shall be given of intention to alter, amend, or repeal, or to adopt new Bylaws.