BYLAWS OF ITS-NY

A State chapter of ITS America

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ITS-NY BYLAWS

I – PURPOSE

1. Purpose. This Chapter of the Intelligent Transportation Society of America is named the Intelligent Transportation Society of New York, and is hereafter referred to as ITS- NY. It is organized and shall be administered and operated as a non-profit organization for the following purposes:

To provide a forum for the continuing professional development of individuals and organizations with an interest in ITS, in all modes of transportation, through the sponsorship of meetings and conferences, training, public education, public outreach, and the dissemination of information.

To serve as a voice for New York State's ITS concerns at the local, state, regional and national levels to foster the enhancement of multimodal travel including transit and highway, and private and commercial transportation through the application of technology.

To create an extensive network of professional relationships among public, private, and academic organizations within New York State in order to provide a mechanism for the exchange of ITS information.

To encourage greater participation in the activities and programs of ITS America by ITS- NY members and to encourage the growth and development of ITS resources, technologies, and applications within New York State.

II – MEMBERSHIP

1. Classes. Membership shall consist of two classes. 1) General membership class shall be open to officially established entities such as companies, corporations, associations, governmental agencies, colleges and universities, and other organizations interested in advancing the purposes of the Chapter. 2) Affiliate membership class such as students or student chapters of academic institutions. All members shall have the same rights, privileges, duties, and obligations unless noted herein.

To qualify for General membership in ITS-NY, prospective members must be members of ITS

America with the exception of regional companies who derive the majority of their business in New York and the surrounding region. Companies that grow such that the majority of business is now conducted outside New York and the region must then apply for and become members of ITS America to continue being qualified for membership in ITS-NY.

2. Voting rights. Each General member of the Chapter is entitled to have one vote, exercised by the designated representative or delegate, in all matters to be voted on by the members. Only those members in good standing shall be eligible to cast a vote. Affiliate members shall have no voting rights.

3. 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 dues required for the first year of membership. Applications for membership shall be considered and require approval by the Board of Directors. Applications may be denied by the Board of Directors at which time dues will be returned.

Applicants shall designate a primary representative who will serve as a contact to administer the organization's membership in the Chapter as might be necessary, and who will cast its vote or have a delegate cast its vote on any matter of Chapter business.

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 ninety days in arrears may be suspended, and may not vote, pending payment. General Members and affiliates whose dues are more than one hundred twenty days in arrears may be terminated as members or affiliates by the Board of Directors.

5. Meetings of the Membership.

(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 business, as necessary, of the Chapter.

(b) Special meetings. A special meeting of the members shall be held upon the call of the Board of Directors or the written request agreed upon (within any 60-day period) by one- third of the members, at the time and place stated in the request. The request for the meeting shall state its purpose or purposes.

(c) Notice. The Treasurer-Secretary of the Chapter, or the Treasurer-Secretary's designate, shall notify all members of the Chapter of each meeting by mail, email, facsimile or other appropriate means 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 in-person and/or virtual attendance of 20% of the members of the Chapter and a majority of Board members 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 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 determined by the Board of Directors. Expulsion shall be upon a two-thirds vote of the Directors present at a Board of Directors 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 may not relieve the former member from liability for any unpaid dues or other duly assessed fees. A former member having any outstanding charges for unpaid dues or fees may not 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. A board member may designate a representative from the Board Member's organization to attend a board meeting and cast the Board Member's vote if the designated board member cannot attend. The Board of Directors may by general resolution delegate to officers of the Chapter and to committees or other such designated persons such powers as are provided for in these Bylaws.

The Board of Directors shall address all issues as may be necessary and which are not specifically identified and otherwise indicated in the Bylaws.

(2) Membership. The number of the Directors shall be not more than 27, including the President, Vice President, Treasurer-Secretary, and Immediate Past President of the Chapter, except as outlined in III.3. In addition, the ITS-NY Administrator shall serve as an Ex-Officio, non-voting Member of the Board unless duly elected as a Director. Each Director shall be an employee of a General member of the Chapter. No more than two Directors may be from the same General Member organization, exceptions may be considered at the discretion of the Board. A permanent seat on the Board of Directors will be reserved for the New York State DOT. At least half of the Board members shall be from private sector organizations. Public sector organizations shall be defined as government or quasi-government entities and academic institutions.

If expiration of a president's term coincides with expiration of the president's term as a Director, the president will become a non-voting. Past President and Ex-Officio Director in addition to the 27 regular Directors for a period of one year following the term as Director.

3. Terms. The Directors shall serve terms of three (3) years, and may not serve more than two consecutive terms. A Director's term limit may be extended by Board vote if the Director is in an Officer's position for the period of time the Director holds that particular Officer position. If a new Director assumes a seat within a term, that term shall constitute one of the two consecutive terms. Terms shall begin commensurate with the start of the Fiscal Year and end at the close of the third following Fiscal Year. Terms shall be staggered such that one third of the Directors terms expire annually.

4. Election. The Directors shall be elected by mail, email, facsimile, or other appropriate means of

the membership at the annual meeting, from a slate prepared by the nominating committee or its designee.

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 two thirds of the Board of Directors at a Board of Directors meeting.

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 or determined by the Board, a Director's resignation shall be effective upon receipt by the Board.

7. Vacancies. The unexpired term for any vacancy on the Board of Directors will be filled by a nominee of the President, and may be vetoed by a majority vote of the Board of Directors.

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 a majority of the Directors. The President, or the Directors who call the meeting, shall fix the time and place of any special meeting.

(c) Meetings may be held in-person, virtually, or a combination of the two.

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 Treasurer-Secretary or designate. Notice of any special meeting of the Board of Directors shall be given at least three (3) calendar days before the meeting by the Treasurer-Secretary or designate. In both cases, the notice shall be by mail, email, facsimile, or other suitable means to each Director.

10. Quorum. The presence of a majority of the voting members of the Board of Directors including no less than three public sector 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 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, shall be signed by a majority of the Directors.

IV – OFFICERS AND CHAPTER ADMINISTRATION

1. Officers. The officers of the Chapter shall be a President, a Vice President, and a Treasurer-Secretary. An Officer must have been a Member of the Board of Directors for a minimum of 2 years before being eligible to serve as an Officer. Officers are elected as individuals from member organizations. A member organization has no right to re-assign personnel to the officer position held by its employee.

2. Election. Each Officer of the Chapter shall be elected by the general members for a one- year term of office, and may not serve more than three full consecutive terms in each office, subject to the limitation of the time remaining in their Directorship term.

The Immediate Past President shall take office for one year upon the expiration of the term as President, and if the President's three-year Directorship term has expired, the president shall become a non-voting Ex-Officio Board member for the period. 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.

Each officer's term shall begin at the start of the Fiscal Year, and shall end at the close of the next Fiscal Year.

The Officers shall be elected by ballot of the membership by mail, email, facsimile, or other suitable means from a slate of nominated Directors. Nominees receiving the most votes shall be elected pursuant to Section III.2.

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 two-thirds vote of the Board of Directors present at a Board of Directors meeting.

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. If a vacancy in the office of President occurs, upon the approval of the Board of Directors, the Vice President shall fill the unexpired portion of the current presidential term, and may subsequently serve up to an additional two full one-year terms in the office of President.

6. President. The President shall be the chief executive office 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 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 of Directors or the President.

8. Treasurer-Secretary. The Treasurer-Secretary, or designate, shall keep correct and complete records of account, showing accurately at all times the Chapter's financial condition. The Treasurer-Secretary, or designate, 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-Secretary, or designate, shall immediately deposit all funds of 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, the Treasurer-Secretary, or designate, shall furnish a statement of the financial condition of the Chapter annually at a minimum, and shall perform such other duties as these Bylaws may require or the Board of Directors may prescribe. The Treasurer-Secretary, or designate, 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-Secretary, or designate, 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.

9. Chapter Administration. The Board of Directors may appoint an Administrator of the Chapter, who shall serve as the Registered Agent of the organization and be the chief administrative agent for the Chapter, Officers, and Board of Directors. Once appointed, the term of the Administrator shall remain in effect until terminated by the Board of Directors or by resignation of the Administrator.

The Administrator shall be responsible to serve the membership and the Board of Directors in reasonable administrative duties as assigned by the Board of Directors and as agreed to by the Administrator. In close coordination with the Treasury-Secretary, the Administrator shall maintain the financial books, records, and bank accounts of the Chapter, and shall ensure the timely completion of tax-related filings and other official reports on behalf of the Chapter. The Administrator shall serve as an ex-officio, non-voting member of the Board of Directors, unless duly elected as a Director.

V – ELECTIONS

1. Nomination Procedure. Any member may submit written nominations to the Board of Directors or its designate, for candidates for election to the Board of Directors and for the election of Officers from among the Board of Directors. The Board of Directors or its designate, shall review all nominations and verify that each nominee's employer is a member in good standing and has paid all dues and fees owed to the Chapter.

2. Election Procedure. The elections shall be by ballot of the membership by mail, email, facsimile, or other suitable means. The candidate for each office receiving the highest number of votes cast by the members present and by mail in ballot will be elected pursuant to Section III.2.

VI – COMMITTEES

1. Authority. Standing committees will be maintained and charged with carrying out the ascribed functions and reporting on the progress of its activities to the Board of Directors at each Board meeting.

The Board of Directors may designate standing committees and the President may designate 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 from the Board of Directors.

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.

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

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-Secretary 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, or bequest 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 summary minutes of the proceedings of its Board of Directors.

IX – FISCAL YEAR

The fiscal year of the Chapter shall begin on the first day of July and end on the last day of June of the next year.

X – LIMITATION ON CHAPTER ACTIVITIES

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

XI – INDEMNIFICATION

ITS America and ITS-NY agree to indemnify to the extent permitted by law and hold harmless each other for any claims, losses, damages, liabilities, judgments or settlements including attorney's fees arising out of the negligent acts of ITS America or ITS-NY, respectively in the conduct of activities pursuant to this agreement.

All officers and director designates shall be indemnified in accordance with their respective employer member organization policies 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 legal representative may be made a party by reason of being or having been such a Director, officer, or agent of ITS-NY.

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 these Bylaws. As referenced in these Bylaws, "mail" is defined to include paper mail/correspondence delivered via surface or air means.

XIII – 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 General members by ballot setting forth the proposed changes.