



Bylaws of the Intelligent Transportation Society of Florida

An Affiliated Chapter of ITS America

I. PURPOSE

1. Purpose. The Intelligent Transportation Society of Florida (ITS Florida), a State Chapter of ITS America (hereinafter “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 a system of safer, more economical, energy efficient and environmentally sound highway and other surface transportation through research, development, and implementation of advanced technology. The regional confines of this Chapter are limited to the State of Florida. ITS Florida acts in an advisory capacity as requested.

II. MEMBERS

1. Classes. There shall be three classes of membership, “Organizational Members” (hereinafter “Members”), “Reciprocal Associations” (hereinafter “Associations”), and “Individual Affiliates” (hereinafter “Affiliates”). Organizational memberships are open to 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.

Member organizations may designate individuals to be “participating members” of the Chapter. One of these individuals must be designated as its official representative for voting purposes. Additional individuals may, upon payment of additional fees established by the Board of Directors, participate in Chapter activities as “additional participating members.”

Associations generally enjoy the same benefits as Members, except as provided in these Bylaws; however, reciprocal benefits may be negotiated with individual associations on a case by case basis. Associations shall be approved by the Board of Directors.

Individuals may participate in Chapter activities as “Affiliates” if they have no employer eligible for membership, or for special reasons, will not join as a member.

2. Eligibility. Organizations desiring to become members of the Chapter should have business in Florida. Any ITS America member organization that wishes to join ITS Florida may do so regardless of their home base.

Associations are any professional, technical, or trade association, society, or other such organization whose mission and purpose complements those of ITS Florida, and who mutually agree with ITS Florida to form a cooperative partnership.

Affiliates are persons desiring to join the Chapter, whose organizations are unwilling to join as member organizations, who are not employees of an otherwise qualified organization, or for special reasons that must be approved by the Membership Chairperson and the President on an individual basis.

3. Voting rights. Each Member of the Chapter shall have one vote in all matters to be voted on by the members. Each Member shall designate one or more representatives to attend meetings of the membership and, collectively, cast its vote on any matter. Associations who are not organizational Members shall have no voting rights. Affiliates shall have no voting rights.

4. Applications. Any organization desiring to become a Member of the Chapter, or Affiliates desiring to associate with the Chapter, must apply on forms approved and supplied by the Chapter or ITS America. Applications must be accompanied by the initiation fee and dues required for the first year of membership. Applications for membership or affiliation shall be approved or denied consistent with the requirements of the State Chapter Affiliation Agreement with ITS America, or other rules issued by ITS America, and policies approved by the Chapter.

5. Dues.

(a) Amounts. The Board of Directors shall establish the amount of any dues, or other charges required to be paid by Members or Affiliates. Associations generally do not pay dues unless mutually agreed, in which case the associated dues to each of the parties shall be approved by the Board of Directors. The Board of Directors may not raise the annual dues in any category by more than ten percent (10%) in any year without the consent of the membership.

(b) Delinquency. Members or Affiliates whose dues are more than ninety (90) days in arrears (based on the date of annual invoice, plus one week) may have all rights suspended, pending payment. Members or Affiliates whose dues are more than one hundred eighty (180) days in arrears are not “members in good standing” and may not receive member benefits.

6. 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 or consider 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 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 (or Executive Director or Chapter Administrator) acting on direction of the Secretary) shall notify all Members, Associations, and Affiliates of the Chapter of each meeting by e-mail, sent to each individual at his/her address in the records of the Chapter not more than sixty (60) days nor 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 is called.

(d) Quorum. The presence in person of twenty-five percent (25%) 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, fax, e-mail and/or e-vote. Ballots received must satisfy the twenty-five percent (25%) quorum requirement.

7. Termination of membership or affiliation.

(a) General rule. Membership or affiliation in the Chapter shall terminate upon the resignation of a Member, Association, or Affiliate; upon termination for failure to pay dues; or upon expulsion from the Chapter only for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter.

(b) Expulsion. Except for failure to pay dues, no Member, Association, or Affiliate shall be expelled 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 or affiliation in the Chapter, any and all rights and privileges of membership or affiliation, and any interest in the property or

other assets of the Chapter, shall be forfeited by the Member, Association, or Affiliate desiring to associate with the Chapter.

(d) Liability for dues. Termination of any membership or affiliation shall not relieve the former Member, Association, or Affiliate desiring to associate with the Chapter, from liability for any unpaid dues or other duly assessed fees. No former Member, Association, or Affiliate desiring to associate with the Chapter, having any outstanding charges for unpaid dues or fees, shall be re-admitted to membership or affiliation 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, the Executive Director, Chapter Administrator or other approved agent of the Chapter and to committees such powers as are provided for in these Bylaws, except for expulsion of a Member, Association, Affiliate, or a Director.

2. Membership. The number of full voting Directors shall be at least eleven (11) and at most twelve (12) (depending upon whether a representative of the Florida Department of Transportation has been elected as an officer or Director and whether the offices of Secretary and Treasurer are combined or not), The following full voting officer and Directors are the President, Vice-President, Secretary, Treasurer, Immediate Past President, six elected Directors At-large, and one Director appointed by the Florida Department of Transportation. Each Director shall be an employee of a Member of the Chapter. The Executive Director, or Chapter Administrator of ITS Florida and the President of ITS America, or his designee, shall serve as ex-officio, non-voting members of the Board of Directors. The Board shall have a balanced representation from the public, private, and academic sectors.

3. Qualifications. At all times at least one half of the elected officers and one half of the At-large Directors must be drawn from organizations that are members in good standing of ITS America.

The Florida Department of Transportation (FDOT) shall have one permanent position on the Board of Directors, which may also be an elected officer. Additional employees of the FDOT may be on the Board of Directors elected as Directors At-large or as ex-officio, non-voting Directors.

The Florida Division, Federal Highway Administration, shall enjoy a permanent ex-officio, non-voting position on the Board of Directors.

Any former President of the Chapter (excluding Immediate Past President) who remains employed by a member organization in good standing shall have the right to be an ex-officio, non-voting member of the Board of Directors, so long as said former President remains active in the affairs of the Chapter and Board. This privilege may be withdrawn by the Board for reasons of non-activity.

4. Terms. The elected Directors other than officers shall serve terms of two (2) years to be evenly staggered, to begin on January 1 of the year following election.

5. Election. The elected Directors shall be elected by ballot of the membership at the annual meeting, or by mail, fax, e-mail and/or e-vote ballot.

6. Chairman. The President shall serve as Chairman of the Board of Directors.

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 at a duly held meeting of the membership, or by mail, fax, e-mail and/or e-vote ballot.

8. Resignation. A Director may resign from the Board of Directors by written notice to the Board Chairman. 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 Chairman.

9. Vacancies. Any vacancy among voting members of the Board of Directors may be filled by appointment by the Board of Directors until the next normal election.

10. Meetings.

(a) The Chairman shall set the time and place of the regular meetings of the Board. Board meetings may be conducted in person, by teleconference, and/or by Web conference. Participation in any meeting by teleconference and/or by Web conference shall constitute "presence" at the Board meeting.

(b) Special meetings of the Board of Directors may be called by either the Chairman or upon the written request of any five (5) Directors. The Chairman or Directors who called the meeting shall fix the time and place of any special meeting.

11. 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 (or the Executive Director or Chapter Administrator, acting on direction of the Secretary). 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 (or Executive Director or Chapter Administrator). In both cases, the notice shall be in writing and delivered personally, sent by overnight mail, facsimile, electronic mail, or telegraph 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.

12. 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.

13. Manner of Acting. The act of a majority of the voting 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. If a quorum is not present, Robert's Rules of Order concerning this circumstance shall apply.

14. 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, is signed by a majority of the Directors (e-mail messages from Directors shall be considered as “signed”).

15. Ex-officio Members. From time to time the Board of Directors may designate, and appoint, non-voting members of the Board to provide close liaison with particular organizations and/or committees. The Board may terminate any such appointment for cause at any time by a 2/3 vote of the voting Directors at a duly called meeting of the Board of Directors, or by mail, fax, and/or e-mail ballot.

IV. OFFICERS

1. Officers. The officers of the Chapter shall be a President, a Vice-President, a Secretary, Treasurer, and the Immediate Past President. At least half of the officers shall be members in good standing of ITS America. The Representative(s) to the ITS America State Chapters Council shall be appointed by the Board of Directors from among the officers, Directors or Executive Director or Chapter Administrator.

The Board of Directors may, for just cause, combine the offices of Secretary and Treasurer by a 2/3 vote at a regular meeting of the Board.

2. Election. Each officer of the Chapter (other than the Immediate Past President) shall be elected by the members for terms of office as defined below, and may not serve more than one consecutive term in each office.

(a) The President, Vice-President Secretary, and Treasurer shall be elected for one (1)-year terms.

(b) The Immediate Past President shall take office for one (1) year upon the expiration of his or her term of office as President.

(c) The terms of office of each officer shall begin on January 1 of the year following election.

(d) The Representative to the ITS America State Chapters Council shall be appointed by the Board of Directors for a term consistent with ITS America policy, and consistent with his or her elected or appointed term as an officer, Director, Executive Director or Chapter Administrator.

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 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, or by mail, fax, e-mail and/or electronic ballot. (This allows e-voting online.)

5. Vacancy. A vacancy in any office, whether because of the membership's failure to elect an officer, resignation, removal, disqualification, incapacitation, or death, shall be filled by appointment 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; 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 be the Program Director for all general meetings of the membership and shall coordinate the scheduling, agenda, and liaison to co-sponsoring group(s) for the meetings. Certain of these duties may be delegated to persons assigned as chairpersons of appropriate committees. 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. The Secretary shall give notice, prepare the agenda, 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 may delegate certain administrative responsibilities to the Executive Director, Chapter Administrator or other agent(s) of the Chapter.

9. Treasurer. The Treasurer shall ensure that the Executive Director or Chapter Administrator keeps correct and complete records of account, showing accurately at all times the Chapter's financial condition. The Treasurer (or the Executive Director or Chapter Administrator, acting on direction of 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 (or the Executive Director or Chapter Administrator, acting on direction of 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 (or the Executive Director or Chapter Administrator, acting on direction of 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 Board may delegate certain of these duties and responsibilities to other agent(s) of the Chapter.

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.

11. Representative to the ITS America State Chapters Council. The Representative to the ITS America State Chapters Council shall be the Chapter's liaison and official representative to the national organization. He or she may act on behalf of the Chapter, but shall use due diligence in obtaining either Board of Directors' or general membership's position on substantive issues. Representative to the ITS America State Chapters Council shall be a Director.

12. A more comprehensive list of specific duties for the Officers and Representatives above are in a document entitled Duties of Leaders.

V. ELECTIONS

1. Nomination Procedure. Prior to each election, the Board of Directors shall appoint no less than three persons from the membership, the Chair of which must be a member of the Board, to serve on the nominating committee. The Nominating Committee will nominate new (or continuing) members of the Board and Officers for the following term. All nominations must be in writing and submitted to the Board of Directors. The Board of Directors shall review all nominations and the Chair of the committee shall verify that each nominee's employer is a member in good standing and has paid all fees owed to the Chapter.

2. Election Procedure. Elections shall be held at the annual membership meeting or by mail, fax, e-mail and/or e-vote ballot, as determined by the Board of Directors. The candidate for each office or directorship receiving the highest number of votes will be elected.

VI. CHAPTER MANAGEMENT

1. Purpose. The Board of Directors may appoint an Executive Director, Chapter Administrator, or other administrative agent of the Chapter, who, if appointed, shall be the chief administrative agent for the Chapter, officers, and Board of Directors. All references to Executive Director herein shall apply equally to an appointed other administrative agent, unless otherwise stated.

2. Appointment and Term. The Executive Director appointed by the Board of Directors and his/her term shall remain in effect until terminated by the Board of Directors or by resignation of the Executive Director.

3. Home Base. The address of the Executive Director or Chapter Administrator, or such address designated by the Board of Directors, shall be the permanent address of the Chapter and all mailing address, telephone, fax, and electronic mail information published by the Chapter shall reflect this home base.

4. Duties. The Executive Director or Chapter Administrator shall be typically responsible to:

(a) Serve the membership and Board of Directors in any administrative duties assigned by the Board of Directors.

- (b) Maintain the books, records, and bank accounts of the Chapter.
- (c) In close coordination with the President and/or Secretary, arrange for and determine agendas for all normal and special meetings of the Chapter and the Board of Directors.
- (d) In close cooperation with the Treasurer, complete all filings of tax-related filings and reports on behalf of the Chapter and maintain the financial records of the Chapter.
- (e) Arrange for all mailings of Chapter materials to the membership and to ITS America.
- (f) The Executive Director, Chapter Administrator or other administrative agent shall serve as an ex-officio, non-voting member of the Board of Directors, unless duly elected as a Director at Large; however, the Executive Director or Chapter Administrator is prohibited from serving as an officer of the Chapter.

VII. 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 of Directors.
2. Chairs. The President shall appoint all chairs of committees, who must be representatives of Members or Associations of the Chapter.
3. Membership. Any representative of a Member, Association, or Affiliate of the Chapter may sit on a committee and may vote on matters pertaining to the committee. With approval of the President for good cause, non-chapter members may be appointed to membership of a committee.
4. 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.
5. 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 agent of the Chapter, in addition to the Executive Director or Chapter Administrator, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter. 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 the Treasurer (or the Executive Director or Chapter Administrator, acting on direction of the Treasurer), or in their absence, by such officer or agent of the Chapter and in such manner as shall from time to time be determined by the Board of Directors.

The Executive Director or Chapter Administrator shall be authorized to approve payments, and sign checks, on the ITS Florida bank account(s) for ordinary payments of invoices and other similar instruments as follows:

(a) Any invoice or otherwise owed amount for any legitimate ITS Florida purpose up to an amount of \$200.

(b) Any invoice from vendors for services to, or on behalf of, ITS Florida that have been approved by the Board of Directors (such as, but not limited to, printing, mailing, non-profit organization filings and legal fees) up to an amount of \$2000; however, the Executive Director or Chapter Administrator shall inform the Treasurer of such payments in a timely manner.

All other payments must be approved by the Treasurer, or President in the Treasurer's absence, prior to the Executive Director Chapter Administrator signing the checks (e-mail, fax or mailed authorization are all acceptable). Checks or other payments in the amount of \$1500 or more not previously authorized by the Board of Directors, shall require approval by the Board of Directors.

For payments applied from a special account, such as the Transpo conference series, the Chairman of the Steering Committee, or equivalent, shall have approval authority equivalent to that of the Treasurer and President for ITS Florida account payments, but subject to the same notification requirements to the Treasurer. Payments in excess of \$2000 that are invoiced against properly signed contracts are not limited to the \$2000 threshold.

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; however, such receipts become the property of ITS Florida and are subject to all provisions of these bylaws.

IX. 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. The Executive Director, Chapter Administrator or other agent(s) assigned by the Board, shall keep such books and records at the home of record of the Chapter.

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. 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.

XII. LIMITATION ON CHAPTER ACTIVITIES

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

XIII. INDEMNIFICATION

1. Any present or former Director, officer, Executive Director, Chapter Administrator, 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 legal representative may be made a party by reason of his being or having been such a Director, officer, Executive Director, Chapter Administrator, employee, or agent, to the extent authorized by the Board of Directors, where and when the same is not prohibited by state law or regulation. 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.

2. Appropriate insurance shall be provided by the Chapter (or ITS America) to ensure that the above provisions are met.

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 a majority of the Members, provided that at least thirty (30) days' written notice, setting forth the proposed changes, is given of intention to alter, amend, repeal, or to adopt new Bylaws, by written mail, fax, e-mail and/or e-vote ballot.

Approved by the ITS Florida Board of Directors, 07/14/2009.

Approved by ITS America, 8/31/2009.

Adopted by the membership of ITS Florida 1/15/2010, and confirmed by the Board of Directors, February 9, 2010.