

**BYLAWS OF
THE INTELLIGENT TRANSPORTATION SOCIETY OF WISCONSIN (ITS
WISCONSIN)**

**A CHAPTER OF ITS AMERICA
(FORMERLY ITS ALLIANCE AND SMARTWAYS WISCONSIN)**

August 24, 2016

I. PURPOSE

This Wisconsin State Chapter of ITS AMERICA (herein 'Chapter'), is organized and shall be administrated and operated to exclusively receive, administer, and expend funds and resources for 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 advance a system of safer, more economical, energy efficient and environmentally sound highways and other surface transportation facilities through research, development, and implementation of advanced technology. The regional confines of this Chapter are limited to the State of Wisconsin.

The goals of the Chapter include providing outreach, technical advisory, assessment, research, development, advocacy, and evaluation of advanced technology transportation systems in Wisconsin.

II. MEMBERS

1. **Membership.** The Chapter shall not maintain membership Memberships are encouraged through ITS America with designation of the Chapter as the home chapter.
2. **Dues and Fees.** Dues and fees will not be charged to members. Participation in Chapter activities may require a registration fee.

III. MEETINGS

1. **Annual Meeting (ITS Forum).** There shall be an annual meeting of the Chapter, to be held at a time and place to be determined by the Board of Directors, receive reports of the officers and committees, announce chapter awards, and consider questions of general policy or technical topics.
2. **Special Meetings.** A special meeting shall be held upon the call of the President or a majority of the Board of Directors, at a time and place stated in the call. The call or request for the meeting shall state its purpose or purposes.
3. **Notice.** The Secretary or President of the Chapter shall provide notice of each meeting by first class mail or electronic mail (email) not more than 100 days nor less than 14 days before the date of the meeting. In the case of a special meeting, the notice shall state the meeting purpose or purposes.
4. **Sponsorship.** The Chapter maintains sponsorship from corporations or other organizations. Rates are established by the Board of Directors and the annual meeting committee. Sponsors and vendors are recognized at the annual meeting.

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 (Board). The Board may, by general resolution, delegate to officers of the Chapter and to committees such powers as are provided for in these Bylaws. The Board shall guide the on-going administration, determine future development directions, and seek funding sources of the Chapter.
2. Membership. Membership of the Board shall consist of the Chapter officers. The officers are the President, Vice President, Secretary, Treasurer, and Immediate Past President. The Annual Meeting (ITS Forum) Chairperson is a non-voting member of the Board. The Executive Director of ITS America shall serve as an Ex Officio member of the Board. The Board shall strive for a balanced representation from the public, private and academic sectors such as:
 - Wisconsin Department of Transportation,
 - County Officials,
 - City Officials,
 - Federal Highway Administration,
 - Regional and Metropolitan Planning Agencies,
 - Universities and Colleges,
 - Transportation Consultants,
 - Trucking Firms and Associations, and
 - Transportation Equipment Manufacturers, Suppliers and Vendors.
3. Terms. The Chapter officers' positions begin at the close of the annual meeting and to end at the close of the annual meeting upon the term's expiration.
4. Officers. The Board shall nominate the Chapter officers at its first meeting after the annual meeting. The Board shall strive to provide a continuity of officers through the positions of Past President, President, Vice President, Treasurer and Secretary.
5. Removal. An Officer may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a majority vote of the Board at a duly held meeting. An Officer may also be removed from office with three consecutive unexcused absences from meetings of the Board.
6. Resignation. An Officer may resign by written notice to the Board or President. Unless another time is specified in the notice or determined by the Board, a resignation shall be effective upon receipt by the Board or President.
7. Vacancies. Any vacancy on the Board will be filled by an appointment of the Board. The appointee shall serve until the next election, except that officer vacancies will be filled in accordance with Article VI.
8. Meetings.
 - a. The Board shall set the time and place of the regular Board meetings. The Board shall meet quarterly to conduct business of the Chapter.
 - b. Special meetings of the Board may be called by the President or upon written request of any three Officers. The President or Officers who call the meeting, shall fix the time and place of any special meeting, but shall take care to make the meeting as accessible to all as circumstances permit.

- c. A Board member may be represented at a meeting of the Board by a designated alternate with the authority to vote on Board issues on behalf of the member.
 - d. Notice of the regular Board meetings shall be given to the Board members at least seven (7) calendar days in before the meeting by the Secretary or President. Notice of any special meetings of the Board shall be given at least seven (7) days before the meeting by the Secretary or President. In all cases, the notice shall either be sent first class mail, facsimile, or electronic mail to each Officer. The business to be transacted at any special meeting of the Board must be specified in the notice of such meeting.
 - e. Quorum. The presence of one-third of the voting members of the Board shall constitute a quorum for the transaction of business at any Board meeting.
9. Manner of Acting. The act of a majority of the Board present at a meeting which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, by these Bylaws, or by Robert's Rules of Order.
 10. Informal Action. Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing or by electronic mail, setting forth the action so taken, shall be signed or approved by electronic mail by a majority of the Board.
 11. Committees. The Board may create committees to address issues requiring additional support and attention.
 12. Executive Director. The Board may identify and retain the services of an Executive Director with defined responsibilities for the daily conduct of the activities of the Chapter. The Executive director reports and is responsible to the Board.

V. OFFICERS

1. Officers. The officers of the Chapter shall be a President, a Vice President, a Treasurer, a Secretary, and the Immediate Past President. The Annual Meeting (ITS Forum) Chairperson is a non-voting member of the Board.
2. Nomination. The Annual Meeting (ITS Forum) Chairperson is nominated by the Board. Upon the expiration of his/her term as Chairperson, he/she becomes Secretary. Upon the expiration of the term as Secretary, the Secretary becomes the Treasurer. Upon the expiration of the term as Treasurer, the Treasurer becomes the Vice President. Upon the expiration of the Vice President, the Vice President becomes the President. The Immediate Past President shall take office upon the expiration of his/her term of office as President. The terms of office for each officer shall begin at the first meeting of the Board after the Annual Meeting.
3. Tenure and Succession. The officers of the Chapter shall hold office for a one year term with a succession order of: Secretary, Treasurer, Vice-President, President, and Immediate Past President.
4. Resignation. An officer may resign by written notice to the Board or President. Unless another time is specified in the notice to the Board or President, an officer's resignation shall be effective upon receipt by the Board or President.
5. President. The President shall be the chief executive officer and shall exercise general supervision over the affairs of the Chapter consistent with policies by the Board. The President shall preside at all meetings; 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 incidental to the office of President and such other duties as may be prescribed by the Board.

6. 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 responsible for overseeing sponsorship activities and perform other duties as may be prescribed by the Board or President.
7. Treasurer. The Treasurer shall keep correct and complete records of accounts, showing accurately at all times the Chapter's financial condition. The Treasurer shall be legal custodian of all monies, notes, securities, and all other valuables which may 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, and shall keep such bank account in the name of the Chapter. Upon request by the Board, 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 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. The Treasurer is responsible for submitting necessary tax documents to the IRS on an annual basis in a timely fashion according to required deadlines.
8. Secretary. The Secretary shall give notice and attend all meetings of the Chapter; shall keep all non-financial records of the Chapter including the By-laws; shall prepare minutes for all Board meetings and meetings of the Chapter; and shall perform all other duties assigned by the President or Board.
9. Immediate Past President. The Immediate Past President shall serve to ensure continuity and to provide such assistance as may be required by the President. The Past President leads the scholarship and awards selection that are presented at the Annual Meeting (ITS Forum).
10. Annual Meeting (ITS Forum) Chairperson (non-voting member). The ITS Forum Chairperson is appointed by the Board if interest in participation is mutually agreed upon by said person. This position is a non-voting position on the Board. The Chairperson shall lead ITS Forum Planning meetings. The position will then become the Secretary on the Board the following year.

VI. COMMITTEES

1. Authority. The President may designate such ad hoc committees to be necessary to carry out the purposes of the Chapter. Standing Committees may be established by the Board.
2. Membership. The President shall appoint all chairs and the committee chair shall appoint all other committee members.
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 resolution of the Board establishing a committee, a majority of the entire committee membership 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 consistent with these Bylaws or with rules adopted by the Board.

VII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. Contracts. The Board 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 exercise 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 issues 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. In the absence of such determination by the Board, 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 Board.
4. Funds. The Board 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.

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 and committees having any of the authority of the Board. The Treasurer shall submit taxes on an annual basis.

IX. FISCAL YEAR

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

X. LIMITATION ON CHAPTER ACTIVITIES

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

XI. INDEMNIFICATION

Any present or former officer, employee, or agent of the Chapter, or other such persons so designated in the discretion of the Board of Directors, or the legal representation 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 an officer, employee, or agent, to the fullest extent permitted by applicable law.

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 the Articles of Incorporation or the Bylaws.

XIII. AMENDMENT TO BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by affirmative vote of two-thirds of the Board either present in person at a duly constituted annual or special meeting or voting by first class mail or electronic mail, subject to all the following requirements. At least thirty (30) days notice shall be given by either first class mail or electronic mail of the intention to alter, amend or repeal, or adopt new Bylaws, and specific proposed changes shall be provided in writing or in an electronic document format at least thirty (30) days in advance of voting. The number of ballots cast must satisfy the quorum requirements specified in other Articles of the Bylaws.