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# BYLAWS OF INTELLIGENT TRANSPORTATION SOCIETY OF AMERICA

**Adopted As of**

**December 6, 2012**

## **I. NAME AND PURPOSE**

- 1.1 Name: The name of the Corporation is the Intelligent Transportation Society of America.
- 1.2 Purposes: The Corporation is organized 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 accessibility. The Corporation will promote, encourage, and advance an intermodal system of safer, more economical, energy efficient and environmentally sound surface transportation through research, development, and implementation of intelligent transportation technology.

## **II. MEMBERSHIP**

### **Eligibility**

- 2.1 Members: Members of the Corporation shall be open to companies, corporations, associations, agencies of the federal, state and local governments, universities and such other public and private organizations or groups from any country whose goals and purposes are furthered by the purposes of the Corporation.
- 2.2 Classes of Memberships: There shall be two classes of membership, Voting and Non-voting. Rights and privileges of Voting Membership shall be equal among members. Representatives of Voting Members shall be able to hold elective office, and Voting Members have the right to vote on membership of the Corporation or on the Board of Directors, or any matter put before the membership. The Board of Directors shall establish the format of the ITS America National or State Chapter Voting Membership application and the process for reviewing and taking action on such applications.
  - 2.2.1 Voting Members: There shall be two kinds of voting members, National and State Chapter. National Members are those organizations that apply for membership, pay dues on a schedule set by the Board, and meet any other criteria set by the Board or by the membership. National membership ordinarily shall be for one year, with dues payable annually. State Chapters are those state-based organizations that meet the criteria of section 8.2 below and any other criteria set by the Board or by the membership.

- 2.2.2 Non-voting Members: There shall be two kinds of Non-voting Members, Affiliates and Student Chapters. The Board of Directors may designate organizations as Affiliates and shall approve the conditions, rights and privileges of Student Chapter membership. Affiliates and Student Chapters shall have such rights and privileges as the Board may determine from time to time, but their representatives shall not be entitled to hold elective office, nor may they vote on membership of the Corporation, membership on the Board of Directors, or any matter put before the membership.

## **Dues**

- 2.3 Payment of Dues: Each newly elected National Member shall upon notice, accept membership by payment of the agreed annual dues. Dues may be waived for certain categories of members, as determined by the Board of Directors.
- 2.3.1 Payment Schedule: Annual dues are billed and due on the anniversary date of membership, or in the case of new members, dues are due at the time of application. Membership shall be terminated for any member whose dues are more than ninety (90) days in arrears.

## **Voting**

- 2.4 Eligibility to Vote: At each meeting of the membership of the Corporation and on any vote take by mail or electronically, each National Member and State Chapter shall be entitled to one vote. Whenever any corporate action is to be taken by vote of the Voting Members, it shall, except as otherwise required by law or by the Articles of Incorporation, be authorized by a majority of the votes cast at a meeting of Voting Members or be authorized by a majority of the votes cast in a vote conducted by mail ballot or electronically. Only those Voting Members whose dues are fully paid and are otherwise in good standing as of sixty (60) days prior to the date of a regular or special meeting or the date set for the return of mail ballots or the casting of electronic votes.
- 2.5 Proxies: A Voting Member or its duly authorized officer, director, employee, or agent, may vote in person or authorize another person to act for the member as proxy. The proxy must be reduced to writing, electronic mail, telegram, cablegram, or any other means of written transmission, the writing must contain a statement that the Member authorized the holder of the proxy to vote on the Member's behalf, and be transmitted to the person who will be the holder of the proxy. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.
- 2.6 Designated Representatives: Each Voting Member entitled to vote may designate one or more representatives to attend any meeting of the membership, and to participate therein. Such representation shall collectively cast the single vote of the Voting Member.

- 2.7 **Methods of Voting:** Voting on all matters may be conducted by mail, telephone call, electronic mail, or any other means of electronic or telephonic transmission provided that the Member shall state, or submit information from which it can be determined that the method of voting chosen was authorized by the Member. The Secretary of the Board of Directors shall make reasonable efforts as necessary to establish the validity of votes cast by mail, telephone call, electronic mail, or any other means of electronic or telephonic transmission.

### **Termination of Membership**

- 2.8 **Resignation:** A member of either class of membership may resign by delivering written notice to the principal office of the Corporation. Resignation shall be effective on the date specified, or if no date is specified, on the date that it is received. Dues paid by a member prior to its resignation are forfeited.
- 2.9 **Termination:** In addition to automatic termination for nonpayment of dues, as provided in 2.3.1 above, any membership may be terminated by formal action of a two-thirds vote of the Board of Directors.
- 2.10 **Forfeiture:** Upon termination or resignation of membership in the Corporation, any and all rights and privileges of membership, and interest in the property or other assets of the Corporation, shall be forfeited by the member.

### **III. MEMBERSHIP MEETINGS**

- 3.1 **Annual Meeting:** There shall be a regularly scheduled Annual Meeting of Voting and Non-voting Members of the Corporation for the transaction of such business as may properly come before the Voting Members on a date determined by the Chair of the Board of Directors.
- 3.2 **Special Meetings:** Special meetings may be called by the Chair or by the President and Chief Executive Officer (CEO), or by ten percent of the Voting Members. Notice of special meetings shall state the purpose for which the meeting is called.
- 3.3 **Place and Time of Meetings:** The Chair shall designate the place, date and time of any Corporation meeting, within or without the District of Columbia, at least thirty (30) days prior to the date of the meeting.
- 3.4 **Notice of Annual and Special Meetings:** Written or printed notice stating the place, day, and hour of the Annual or Special Meeting shall be delivered to each Voting Member entitled to vote not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, or by email to an address that the member has provided for that purpose. Notice shall be sent by or at the direction of the President and CEO, the Secretary, or the officers or persons calling the meeting. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member at his/her address as it appears in the records of the Corporation.
- 3.5 **Waivers of Notice:** Whenever notice is required to be given to any member under any provision of law, the Articles of Incorporation or these Bylaws, a waiver in writing signed by the member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any member at a meeting, in

person, by conference telephone, or by proxy, without objection to the lack of notice of the meeting, shall also waive notice by such member.

- 3.6 Action Without a Meeting: Any action required by the District of Columbia Nonprofit Corporation Act to be taken at a meeting of the Voting Members or any action that may be taken at a meeting of the Voting Members may be taken without a meeting if there is unanimous written consent by Voting Members to taking the action and that action may be taken without a meeting. Such consent may be stated as such in any articles or document filed with the Mayor of the District of Columbia under the District of Columbia Nonprofit Corporation Act.

### **Quorum**

- 3.7 Definition of a Quorum: At least ten (10) percent of the Members entitled to vote represented in person or by written proxy at a meeting, or submitting ballots in an election held by mail or by electronic voting, shall constitute a quorum of Members for the transaction of any business. Members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Voting Members to leave less than a quorum.
- 3.8 Methods to Participate in Meetings: Members who vote by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission shall be deemed to be present for purposes of consideration of the matters upon which they have voted.
- 3.9 Adjournment Absent a Quorum: If a meeting cannot be organized because the quorum requirement has not been met, those present may adjourn the meeting until a subsequent meeting at which quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

### **Rules**

- 3.10 Rules Governing Membership Meetings: The Board Chair shall preside over Membership meetings. In the absence of the Chair, the Vice Chair shall preside. In the absence of the Vice Chair, the Members present at the meeting shall select a presiding officer. Meetings shall be conducted according to rules adopted by the presiding officer so long as the rules are fair to all participants.

## **IV. GOVERNANCE**

### **Board of Directors**

- 4.1 Authority of the Board of Directors: The Board of Directors (“the Board”) is the policy-making body of the Corporation and shall oversee the Corporation’s operations. The Board may exercise all the powers and authority granted to the Corporation by law.
- 4.2 Duties of the Board of Directors: The duties of the Board of Directors shall include, but not be limited, to the following:
- 4.2.1 Establishment of broad policies for the Corporation, including its mission, vision, and governance.

- 4.2.2 Election of the officers of the Corporation.
- 4.2.3 Approval of a strategic plan.
- 4.2.4 Approval of the annual program and budget.
- 4.2.5 Approval of reports made by officers and Committees.
- 4.2.6 Establishment of a schedule for annual dues rates.
- 4.2.7 Approval of member and/or officer appointments to certain councils and committees.

### **Board Membership**

- 4.3 Eligibility and Composition: Board members must be non-consulting employees holding leadership positions in organizations that are National Members. The composition of the elected members of the Board of Directors shall represent the spectrum of current and emerging constituents in ITS America.
- 4.4 Ex-Officio Board Members: The Board of Directors shall establish *ex-officio*, non-voting positions on the Board for individuals who, by virtue of their leadership positions in national associations whose membership and purpose are strongly related to the Corporation's strategic plan will enable the Board of Directors to better fulfill its responsibilities. The Board term of the Chair of the Board expires once he or she completes his or her one-year term as Board Chair. Upon completion of his or her term as Board Chair, the former Board Chair shall automatically be designated as an "Immediate Past Chair" and shall serve as an *ex-officio*, non-voting member of the Board of Directors for one year. All Past Chairs are invited to advise ITS America by serving on a Past Chair's Circle without term limit, which will meet at the call of the Chair of the Board or the President and CEO. The President and CEO shall serve as an *ex-officio*, non-voting member of the Board of Directors. If not otherwise represented on the Board of Directors, Council Chairs shall serve as *ex-officio*, non-voting members of the Board of Directors.
- 4.5 Number of Directors: There shall be a Board of Directors of at least eighteen (18) voting members and no more than twenty-eight (28) voting members. The addition of Board position(s) beyond eighteen (18) board positions may be recommended by the Nominating Committee if there is a need for specific expertise or sector representation on the existing Board of Directors that cannot be satisfied as part of the regularly scheduled Board elections or through appointment to leadership positions within the Corporation. Expansion of the Board beyond eighteen (18) members must be approved by two-thirds of all existing Board members.
- 4.6 Election of Directors: Directors shall be elected by the Voting Members either at the Annual Meeting, by mail ballot, or electronically. Each elected Director shall assume office immediately following election. Once elected, a Director shall be entitled to serve the full term of office. Directors are eligible to serve two consecutive three-year terms, unless the Director's term is extended in accordance with Section 4.16.2. Directors elected to fill a partial term are eligible for re-election to two (2) full three-year terms. Three (3) years after a Board member completes two (2) full three-year terms, he or she is again eligible for election to the Board,

except for Past Chairs of the Board, who, after serving as Immediate Past Chair, are not eligible for re-election to the Board of Directors. The Board may allow exceptions to the term limit for specific Board members by a two-thirds vote.

- 4.6.1 Election Schedule: The annual election of Board members shall occur prior to June 1 of each year. Not less than ninety (90) days prior to the annual election of Board members, the Nominating Committee, as described in these Bylaws, shall convene to prepare a slate of candidates for election to the Board of Directors. Should the Nominating Committee fail to convene by the prescribed date, the President and CEO shall be empowered to convene the Nominating Committee to prepare a slate of candidates for election to the Board of Directors.
- 4.6.2 Slate of Board Candidates: Not less than sixty (60) days prior to the annual election of Board members, the Nominating Committee shall submit to the Chair for transmittal to National Members a slate of candidates for election to the Board of Directors.
- 4.6.3 Ballots: Ballots shall be transmitted to Voting Members by mail no later than thirty (30) days prior to the annual election of Board members or the due date for the return of the ballots in the case of mail vote or the casting of ballots in the case of an electronic vote. Ballots shall set forth each proposed action, provide an opportunity to vote for or withhold a vote for each candidate for election, and provide an opportunity to vote for or against each proposed action.
- 4.6.4 Solicitation of Ballots: Any solicitation of ballots shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than election of directors, and specify the time by which a ballot must be received by the corporation in order to be counted.
- 4.6.5 Conducting the Election: Elections may be conducted by oral ballot in person, written ballot, mail ballot, including email ballot or via online electronic voting.
- 4.6.6 Tabulating Votes: Upon receipt of the ballots, the Chair shall appoint a Tellers Committee of no less than three (3) persons, but no more than five (5), drawn from the current membership to tabulate and verify the election results. The Tellers Committee may appoint its own Chair, who shall transmit the election results to the membership and to the Chairman of the Board. Election results transmitted by the Tellers Committee shall be binding upon the Corporation.
- 4.7 Resignation and Removal: Resignations are effective upon receipt by the Secretary (or receipt by the Chair or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification. One or more Directors may be removed at a meeting called for that purpose, with or without cause, by a two-thirds vote of a quorum of the Members.
- 4.8 Vacancies: Any vacancy existing by reason of resignation, removal, death, or incapacity may be filled by affirmative vote of a majority of the existing members of the Board of Directors. A Director elected by the Board to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

## **Board Meetings**

- 4.9 Mandatory Board Meetings. The Board shall hold a regular annual meeting following the annual election of Board members and prior to July 1 of each year. The Board may also hold regular meetings at such times and places as the Board shall determine.
- 4.10 Participation in Board Meetings: Board members must participate in Board meetings in person or by teleconference. Board members who miss three consecutive Board meetings will be automatically removed from the Board of Directors unless the Board finds there was good cause for any of the absences. Alternates are not permitted to participate in place of Board members.
- 4.11 Waivers of Notice: Whenever notice is required to be given to any Director under any provision of law, the Articles of Incorporation, or these Bylaws, a waiver in writing signed by the Director entitled to such notice, whether before or after the time stated therein, shall be the equivalent to providing notice. The presence of any Director at a meeting, in person or by conference telephone, without objection to the lack of notice of the meeting, shall also waive notice by such Director.
- 4.12 Executive Session of the Board. An Executive Session of the Board may be scheduled by the Board Chair as part of his or her Board meeting preparations; may be requested by a voting member of the Board in advance of a Board meeting; or may be requested by a voting member of the Board at any time during the course of a Board meeting. In all cases, an Executive Session will only include voting members of the Board unless the Board votes to invite guests to participate in the Executive Session. A vote by the Board to invite guests must be by a majority vote of those in attendance.
- 4.13 Quorum: Unless a greater proportion is required by law, a quorum shall consist of one-half of the Board of Directors voting in person or by telephone conference call, or by any means of communication by which all persons participating in the meeting are able to hear one another. Such participation shall constitute presence in person at the meeting.
- 4.14 Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Board (including amendment of these Bylaws or the Articles of Incorporation) or of any Committee identified in these Bylaws, may be taken without a meeting if all Board or Committee members consent in writing to taking the action without a meeting and approve the specific action. Such consent shall have the same force and effect as a unanimous vote of the Board or of the Committee, as the case may be.
- 4.15 Compensation of Directors: Directors shall not be compensated for serving on the Board, but the Corporation may reimburse Directors for documented reasonable expenses incurred in the performance of their duties to the Corporation.

## **Board Officers**

- 4.15 Election of Officers: The elected officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. The same person may not serve as Chair and Secretary. Each officer shall be elected annually from among the members of the Board of Directors and shall take office immediately following the election. The Board Chair, with the advice and consent of the Nominating Committee, shall recommend a slate of candidates to the Board for election. In the event that any elected officer, for any reason, does not complete the

term of service, the Board Chair, with the advice and consent of the Nominating Committee, shall recommend a replacement, consistent with the ascension provisions outlined herein, for election by the Board of Directors for the balance of the unexpired term.

4.16 Powers and Duties of Officers: Subject to the control of the Board of Directors, all officers shall have such authority and shall perform such duties as may be provided in these Bylaws or by resolution of the Board.

4.16.1 Chair: The Chair shall preside at meetings of the Board of Directors and the Corporation, and shall perform all duties customary to that office. The Chair shall supervise and control all of the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors and these Bylaws.

4.16.2 Vice Chair: The Vice Chair shall preside at meetings of the Board of Directors or the Corporation in the absence of the Chair. In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair and shall have all of the powers of and be subject to all restrictions upon the Chair. The Vice Chair shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by resolution or as the Chair may from time to time provide, subject to the powers and supervision of the Board of Directors. The Vice Chair shall be the Chair-elect of the Board of Directors and shall assume the Chairmanship upon completion of the Chair's term. In the event that the Vice Chair's Board term expires prior to ascending to the position of Board Chair, the Vice Chair's term will be extended for one year in order to serve as Chair of the Board.

4.16.3 Secretary: The Secretary shall serve as Secretary of the Corporation and of the Board of Directors. ITS America staff shall assist the Secretary in keeping of an accurate record of the proceedings of all meetings of the Board of Directors, providing all notices in accordance with these Bylaws or as required by law, and in performing all duties customary to the office of Secretary.

4.16.4 Treasurer: The Treasurer shall be responsible for overseeing all funds and securities of the Corporation. He or she, with the Finance Committee, shall ensure that there are complete and accurate accounts of receipts and disbursements of the Corporation. Whenever requested by the Board of Directors, the Treasurer shall work with the Financial Committee to render a statement of accounts. The Treasurer shall perform all other duties incident to the office of Treasurer, subject to the supervision of the Board.

## **Committees**

4.17 Standing Committees: There shall be at least five (5) standing committees of the Board of Directors: the Executive Committee, the Nominating Committee, the Finance Committee, the Audit Committee, and the Governance and Ethics Committee. For all standing committees, there shall be no less than three (3) and no more than seven (7) members.

4.18 Duties: The following committees of the Board of Directors shall perform the respective duties set forth. Chairs of the standing committees of the Board must be voting members of the Board.

- 4.18.1 Executive Committee: The Executive Committee shall be annually appointed by a majority of all Directors in office. It shall be composed of up to seven (7) members, and the preliminary slate submitted for consideration shall include the Chair of the Board, Vice Chair of the Board, Board Secretary, Board Treasurer, Immediate Past Chair of the Board, and Governance and Ethics Committee Chair.
- 4.18.1.1 Meetings of the Executive Committee: The Executive Committee shall meet upon notice by the Chairman of the Board or the President at least three (3) times yearly.
- 4.18.1.2 Duties of the Executive Committee: The Executive Committee shall possess and may exercise all the powers of the Board of Directors between meetings of the Board to the full extent permitted by law. The Executive Committee is responsible for general oversight of the Corporation including, but not limited to, coordination and planning of all ITS America strategic and policy activities, preparing governance policy for Board approval, reviewing business plans prepared by the President and CEO, reviewing and reporting to the Board the financial performance of the Corporation, fixing the compensation of the President and CEO, and any other specific duties as may from time-to-time be assigned to it by the Board of Directors. Significant policy issues shall be referred to the full Board of Directors for approval. The Executive Committee shall conduct periodic reviews of executive performance and report on such annually to the Board. The minutes of all Executive Committee meetings shall be provided to the Board.
- 4.18.2 Nominating Committee: The Chair of the Nominating Committee, who shall be appointed from the Board of Directors, shall be appointed by the Chair of the Board with the concurrence by the Board of Directors. The Nominating Committee Chair shall appoint with the advice and consent of the Board of Directors no less than three (3) and no more than seven (7) members to a Nominating Committee, who must be either a member of the Board or a National Member.
- 4.18.2.1 Meetings: Meetings of the Nominating Committee shall require a quorum of one-half the Nominating Committee membership.
- 4.18.2.2 Duties: In accordance with the process approved by the Board of Directors, prior to the annual election of Board members, the Nominating Committee will convene to assess the skills and areas of expertise of existing Board members and identify gaps in expertise or sector representation that are necessary to achieve the strategic goals for ITS America. Conferring with the President and CEO, the Nominating Committee will determine whether the Board could add the necessary expertise or industry sector representation during the regular turnover and election of Board members within the first eighteen (18) positions or whether gaps in expertise or sector representation could be filled by appointment of appropriate people to other leadership positions within the Society. If the Nominating Committee concludes that expansion of the Board of Directors beyond eighteen (18) seats is warranted, then the Nominating

Committee will vet and submit candidates to the Board of Directors for a vote.

- 4.18.2.3 Nominations: The Nominating Committee shall prepare slates of nominees for election to the Board of Directors. In preparing slates for election to the Board of Directors, the Nominating Committee should ensure representation of the diversity of the Corporation's membership. The Nominating Committee shall submit slates of nominees and any other recommendations to the Chairman of the Board of Directors no less than sixty (60) days prior to the election of Board members.
- 4.18.3 Finance Committee: The Chair of the Board of Directors, with the advice and consent of the Executive Committee, shall annually appoint from the membership of the Corporation, members of the Finance Committee, to report to the Executive Committee. The Board Chair and Treasurer shall serve on the Finance Committee. The Finance Committee shall review budget proposals and provide financial advice to the President and the Executive Committee. No member of the Finance Committee shall serve on the Audit Committee.
- 4.18.4 Audit Committee: The Chair of the Board of Directors shall annually nominate from the membership of the Corporation, with the advice and consent of the Executive Committee, an Audit Committee that shall oversee the annual audit of the Corporation and report audit results to the Board of Directors. The Audit Committee shall select a Chair. Members of the Audit Committee shall not be members of the Finance Committee.
- 4.18.5 Governance and Ethics Committee: The Chair of the Board of Directors shall annually nominate from the membership of the Corporation, with the advice and consent of the Board, a Chair and members of the Governance and Ethics Committee. The Governance and Ethics Committee proposes for Board approval any changes to these Bylaws, ensures compliance with the Corporation's policies and procedures relating to ethics disclosure and conflict of interest, and develops recommendations for various governance issues at the direction of the Board Chair.
- 4.18.6 Other Standing or Ad Hoc Committees: In furtherance of the purposes of the Corporation, the Chair of the Board of Directors, with the advice and consent of the Executive Committee, may create other Standing or Ad Hoc Committees and nominate members for those committees from among representatives of the general membership.

## **Councils**

- 4.19 Standing Councils: There shall be at least three standing councils: the Coordinating Council; the State Chapters Council; and the Business and Policy Council.
- 4.19.1 Coordinating Council: The Coordinating Council serves as the permanent council for establishing, monitoring, and overseeing the technical activities of the Corporation and its technical committees. The Coordinating Council shall be composed of the Chair, Vice Chair and Chairs of the Member Forums, which focus on specific transportation technology topics of interest to Voting and Non-voting Members, the President and CEO of ITS America and a Designated Official from the U.S. Department of

Transportation. Members of the Coordinating Council may serve up to two (2) three-year terms, with an exception for a Vice Chair who is ascending to the Chair. The Chair and Vice-Chair of the Coordinating Council shall be appointed annually by the Chair of the Board of Directors, with the concurrence of the Board of Directors. An individual may serve one two year term as Vice Chair and a consecutive two year term as Chair. The Vice Chair will ascend to the Chair. The Chairs of the Forums shall be appointed by the Chair of the Board upon consultation with the Coordinating Council and concurrence of the Board of Directors. The President and CEO of ITS America and the U.S. Department of Transportation Federal Designated Official shall be non-voting members of the Coordinating Council.

4.19.2 State Chapters Council: The State Chapters Council represents the interests and concerns of State Chapters to the President and CEO and the Board of Directors. The State Chapters Council shall comprise one primary or alternative representative from each State Chapter. Members of the State Chapters Council must be National Members of the Corporation. Members of the State Chapters Council may serve up to two (2) three-year terms, with an exception for a Vice Chair who is ascending to the Chair. The Chair and Vice-Chair of the Coordinating Council shall be appointed annually by the Chair of the Board of Directors, with the concurrence of the Board of Directors. An individual may serve one two year term as Vice Chair and a consecutive two year term as Chair. The Vice Chair will ascend to the Chair.

4.19.3 Business and Policy Council: The Business and Policy Council advises the Board of Directors and the President and CEO regarding public policy and regulatory matters, and coordinates activities pertaining to the Corporation's domestic and international business programs, including international trade, business development and other activities relating to the expansion of the marketplace for and deployment of ITS products and services. The Council will consist of no less than eight (8) and no more than thirty (30) members, and can include a Chair, Vice Chair, leaders of any permanent or temporary committees, at-large National Members, leaders of major projects, and the President and CEO of ITS America or his/her designated representative from the permanent staff. Policy and Business Council Members may serve up to two (2) three-year terms with an exception for a Vice Chair who is ascending to the Chair. The Chair and Vice Chair and members of the Business and Policy Council, who must be National Members, shall be appointed by the Board Chair with the concurrence of the Board of Directors. An individual may serve one two year term as Vice Chair and a consecutive two year term as Chair. The Vice Chair will ascend to the Chair.

### **President and Chief Executive Officer**

4.20 President and Chief Executive Officer: The Board of Directors shall hire the President and CEO of the Corporation.

4.20.1 Duties: The President and CEO shall be responsible for the active management of the Corporation and its programs, implementing policies and orders of the Board, and operating the Corporation within financial and other limitations established by the Board of Directors. The President and CEO shall also perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

- 4.20.2 Authority: All contracts binding upon the Corporation shall be executed by or under the direction of the President and CEO, except that any contract between the Corporation and the President shall be executed for the Corporation by the Board Chair. The President and CEO shall be an *ex-officio*, permanent non-voting member of the Board of Directors and a member of every standing committee, except the Executive and the Nominating Committees.
- 4.20.3 Compensation: Responsibility for the employment and compensation of the staff shall be vested in the President and CEO, within limits imposed by the annual budget.
- 4.20.4 Removal: Unless a contract, these Bylaws, or a law provide otherwise, the Board may remove such President and CEO at any time with or without cause at a meeting called for that purpose.
- 4.21 Senior Advisor to the Board. All former members of the ITS America Board of Directors are eligible to serve as a Senior Advisor to the Board.
- 4.21.1 Eligibility. This position can be conferred to individuals who have completed their terms on the Board and are no longer eligible to remain a Board Member, who have shown a commitment to advancing the mission and goals of ITS America, and who would like to continue to make contributions. Individuals can self-nominate or be nominated by another Board member during the normal Board election cycle. An individual will remain a Senior Advisor to the Board for as long as they continued to be actively involved in supporting ITS America. They will be expected to resign their status when they are no longer interested or able to continue to serve or are no longer a member of ITS America. Nominations are made to the Nominating Committee and require approval of majority of the Board of Directors.
- 4.21.2 Duties. Senior Advisors are expected to be active in at least one of the following activities: membership development, strategic planning efforts, outreach efforts to help build chapters, meeting leadership, advocacy at the national and/or state levels for ITS programs, or other activities as identified by the Board.
- 4.21.3 Rights. Senior Advisors to the Board will not have voting privileges but would have all other privileges of being a board member.

## V. INDEMNIFICATION

### 5.1 Definitions:

- 5.1.1 “Eligible Person” shall mean any person who at any time was or is a Director, a member of any committee or subcommittee, an officer, an agent, an employee of the Corporation, or a Voting or Non-voting Member that volunteers the services of its employees or agents to the Corporation.
- 5.1.2 “Matter” shall mean any actual or threatened civil, criminal, or administrative action, arbitration proceeding, claim, suit, proceeding, or appeals there from, or any criminal, administrative, or congressional (or other body’s) investigation, hearing, or other proceeding brought or made by a third party against an Eligible Person.

- 5.2 Right to Indemnification: The Corporation shall indemnify any Eligible Person against any Matter made by reason of his or her service as an officer, a member of the Board of Directors, or employee of the Corporation against all costs and expenses, including attorney's fees incurred thereby, except in relation to any Matter in which (i) the Eligible Person failed to act in good faith and for a purpose which he or she reasonably believed to be in the best interests of the Corporation, (ii) in the case of a criminal Matter, the Eligible Person had reasonable cause to believe that his or her conduct was unlawful; or (iii) the person shall be adjudged to be liable for gross misconduct or negligence in the performance of a duty. Indemnification shall be made only after the determinations and authorizations required by the District of Columbia Nonprofit Corporation Act have been duly made.
- 5.3 Insurance: The Board may authorize the purchase of and maintain insurance on behalf of any Eligible Person against any liability asserted against or incurred by him arising out of such person's status as a Director, a member of any committee, subcommittee or council, an officer, agent, an employee, or a Voting or Non-voting Member that volunteers the services of its employees or agents to the Corporation, whether or not the Corporation would have the power to indemnify the Eligible Person against that liability under law.

## **VI. FINANCES**

- 6.1 Fiscal Year: The fiscal year of the Corporation shall coincide with the calendar year.
- 6.2 Income: The Corporation shall be supported by the schedule of membership dues established by the Board of Directors. The Corporation may accept grants of funds or enter into agreements to receive funds to undertake specific activities consistent with the Articles of Incorporation.
- 6.3 Program and Budget: The President and CEO, in consultation with the Executive Committee, shall prepare and submit to the Board of Directors not less than thirty (30) days prior to the end of the calendar year, a program, budget, and financing plan for the next fiscal year.
- 6.4 Fidelity Bond: Any officer or staff member with access to funds of the Corporation shall be bonded in such amount as determined by the Board of Directors. The expense of such bond shall be borne by the Corporation.
- 6.5 Annual Financial Statements: Complete financial statements prepared in conformity with generally accepted accounting principles (GAAP), accompanied by an audit report of an independent certified public accountant, shall be presented to and reviewed by the Board after the close of each fiscal year. Financial statements shall include: (i) significant categories of contributions and other income; (ii) expenses reported in categories corresponding to the description of major programs and activities contained in the Corporation's annual report, solicitations and other informational materials; and (iii) a detailed schedule of expenses by natural classification (*e.g.*, salaries, employee benefits, occupancy, postage, etc.), representing the natural expenses incurred for each major program and supporting activity.

## **VII. CONFLICT OF INTEREST**

- 7.1 Conflict of Interest Policy: The Corporation has a conflict of interest policy to help ensure that when actual or potential conflicts of interest arise between the Corporation and the private interest of an officer or Director of the Corporation, a process is in place under which the

affected individual will advise the Corporation of all the relevant facts concerning the situation. The conflict of interest policy is also intended to establish procedures under which individuals who have a conflict of interest will be excused from voting on or participating in such matters. The terms of the Corporation's Conflict of Interest policy, attached to these Bylaws, are deemed incorporated herein.

## VIII. CHAPTERS

### State Chapters

- 8.1 Establishment of State Chapter: State Chapters, as defined in these Bylaws, shall be Voting members of the Corporation that are entitled to participate in the programs and activities of ITS America so long as they comply with conditions approved by the Board of Directors. Organizations that are State Chapter members are considered non-voting members of ITS America.
- 8.2 Requirements: Status as a State Chapter may be conferred upon an organization which:
- 8.2.1 Subscribes to and agrees to act in conformance with the statement of purposes contained in Article 3.1 of the ITS America Articles of Incorporation;
  - 8.2.2 Includes in its statement of purposes, in its bylaws or other governing documents, its intent to serve as an inclusive public/private partnership involving state and local agencies, private companies, academic institutions, associations, and members of the general public which are not limited on the bases of profession, discipline, mode, etc.;
  - 8.2.3 Involves as its initial sponsor(s) or participant(s) the principal surface transportation agency or agencies in the geographic area (such as the state department of transportation, metropolitan planning organization, principal city);
  - 8.2.4 Agrees to participate in the programs and activities of ITS America;
  - 8.2.5 Acts as an independent organization with obligations created by the organization or its officers that are the sole responsibility of the chapter and not ITS America;
  - 8.2.6 Pays an annual fee according to a schedule established by the ITS America Board of Directors; and
  - 8.2.7 Agrees to comply with such other terms and conditions as specified by the ITS America President and CEO.

### Student Chapters

- 8.4 Establishment of Student Chapters: Student Chapters of ITS America may be formed at ITS America member universities in accordance with policies and procedures approved by the Board of Directors. Each student chapter shall be sponsored by its university and advised by an appropriate faculty advisor. Chapters will be composed of ITS America Student Affiliates. Student Chapters shall be Affiliates that have all rights of Non-voting membership.

- 8.4.1 Eligibility: An individual who is matriculating at an ITS America member university that has a Student Chapter shall be eligible for membership as a Student Affiliate. Student Affiliates must pay membership fees to be established by the Board of Directors. Student Affiliates shall have all rights of national membership, but shall not be entitled to hold elective office or vote on membership on the Board of Directors, or any matter put before the membership. Applications to be a Student Affiliate shall be made available by ITS America through the Student Chapter.

## **IX. AMENDMENT**

- 9.1 Requirements to Amend: These Bylaws may only be amended by a two-thirds vote of the entire Board, provided the President or Secretary shall notify each member of the Board of Directors regarding any proposed amendment at least thirty (30) days prior to such vote.

# **Intelligent Transportation Society of America**

## **Conflict of Interest Policy and Procedures**

**September 2003**

### **Background**

In May 2003, a Special Committee on Governance and Ethics was formed to draft a conflict of interest policy, develop a process for annual Board member disclosure of potential conflicts and create a mechanism for reviewing and resolving potential conflicts of interest. The Special Committee developed the following policy, disclosure process and procedures for reviewing potential conflicts of interest.

ITS America's Board Policy Manual addresses issues relating to Board conduct and touches on issues relating to potential conflicts of interest. The Manual states (Section II C):

The Board expects of itself loyalty to the interest of the membership. This commitment includes proper use and appropriate decorum in group and individual behavior when acting as Board members. Board members will:

- Support policies and programs adopted by the Board of Directors.
- Promote a climate of mutual trust, respect and teamwork.
- Avoid personal conflicts and perceived conflicts of interest.
- Refrain from using the position of Board member to individually influence committees or staff except as explicitly set forth in Board policy.
- Act as ambassadors and promote ITS America's Vision, Mission and Purposes to key customers, members, officials, industry leaders, etc.

Additional references in the Manual (Section III A) relating to Board conduct include:

The Board expects that all committee and staff work shall be consistent with the highest ethical and moral standards.

All ITS America activities are conducted in a fair, legal, moral and ethical manner.

The Board hears reviews and facilitates the resolution of issues escalated from subordinate entities in cases in which the subordinate entities are unable to resolve them.

Major decisions are made based on group consensus; however if consensus is not possible, then by majority vote.

Divergence, discussion and debate are fostered.

Issues, once identified, are expeditiously resolved.

All Board committees, the Coordinating Council, the State Chapters Council, the International Affairs Council, the Executive Forum for Business and Trade, and their committees will have meaningful, valid and autonomous work to accomplish. Work is assigned to and accomplished by the party(ies) or group(s) most capable and/or likely to be impacted by it.

## **Conflict of Interest Policy**

### **Policy Statement**

Board members and volunteers in other leadership positions serve a higher purpose, beyond the needs of their individual organizations. The Board of Directors expects that Board members will act in the best interests of ITS America. Further, this conflict of interest policy applies equally to individual leaders and to the organizations they represent.

Each officer and director should avoid both actual and apparent conflicts of interest that would interfere with their ability to discharge their fiduciary responsibilities to the Intelligent Transportation Society of America. ITS America encourages officers and directors to: (a) act in an ethical manner; (b) to know of and follow all Society policies; (c) to be in compliance with all laws; and (d) to avoid any conflict of interest, or appearance of such, including having their titles or affiliation used to publicize personal or company activities, programs, or events (especially those conducted for private profit). This policy is intended to supplement, but not replace, any applicable state laws governing conflicts of interest applicable to nonprofit corporations.

### **Conflict of Interest Defined**

The term “conflict of interest” includes, but is not limited to, circumstances where an officer or director, or a member of his or her immediate family (spouse, ancestors, siblings and descendants, as well as any spouse of any ancestor, sibling, or descendant) has, directly or indirectly, through business, investment or family:

- a. Ownership of any financial or other proprietary interest in any entity supplying (or seeking to supply) goods or services to ITSA;

Example: A Board member supports an ITSA project largely to create an opportunity to supply goods or services to ITSA.

- b. Receipt of any substantial benefit from a third party on account of that party’s past, present, or future business relationship with ITSA;

Example: A Board member supports an ITSA activity primarily to create an opportunity for his or her organization to supply goods or services to an organization that does business with ITSA.

- c. Receipt of any substantial financial benefit from a pending decision of ITSA; or

Example: A Board member supports an ITSA decision largely to create a business opportunity for his or her organization.

- d. Service as an officer, director or committee member of any competing organization, *i.e.*, any nonprofit or business enterprise whose purposes, products, and/or services compete with those of ITSA, or whose interests may or do overlap with the interests of ITSA and thus create competing interests with respect to an issue(s);

Example: A Board member advocates ITSA policy positions or business decisions primarily to advance the interests of a stakeholder group.

### **Disclosure of the Existence of a Conflict**

If any officer or director of ITS America knows, believes, or has reason to know or believe, that a conflict of interest exists with respect to any transaction involving ITSA, or any decision of the Board, or any action taken by an officer, such person shall inform the Board of the existence of such conflict of interest or potential conflict of interest.

### **Effect of the Existence of a Conflict of Interest**

In the event that it is determined that a conflict of interest exists, and the officer or director has made full disclosure of the facts surrounding the conflict, then the Board of Directors shall determine whether the officer or director may fully participate in the deliberations and vote on the proposed transaction. If the officer or director merely discloses the existence of the conflict of interest or potential conflict of interest, yet fails to disclose or is prohibited from disclosing all material facts regarding the conflict, then such officer or director shall be prohibited from participating in any manner or form in the deliberations or decisions regarding the affected transaction.

### **Resignation**

No individual who has an actual conflict of interest shall be required to resign his or her position with ITSA merely because of the existence of a conflict of interest. However, the remaining members of the Board of Directors may make a fair and full evaluation of all facts pertaining to the conflict of interest to determine its extent. If the remaining members of the Board of Directors make a determination in writing that the nature and extent of the conflict of interest is so substantial and of such a continuing nature that it would be impossible for the director or officer to discharge the duties of his or her office with the requisite degree of loyalty and integrity, then the Board of Directors may require the resignation of the director or officer who is subject to the conflict of interest.

### **Compensation**

A voting member of the board of directors, or of any committee whose jurisdiction includes compensation matters, and who receives compensation, directly or indirectly, from ITS America for services is precluded from discussing and voting on matters pertaining to that member's compensation or the compensation of a member of that board member's immediate family. However, such a person is not prohibited from providing information to the board of directors or any committee regarding compensation of similarly situated persons.

**Annual Disclosure Process**

Immediately after the Tellers Committee certifies the election of new Board members (to be installed at the Board meeting during ITSA’s annual meeting), ITSA will provide all current and incoming Board members with an annual disclosure form to be completed and submitted to ITSA at or before the Board meeting during ITSA’s annual meeting.

In the event the Board elects a new Board member to fill a vacancy at a time other than during the annual election process, the new Board member will complete the disclosure process in a timely fashion.

**Potential Conflicts of Interest:  
Procedures for Review and Resolution**

1. ITSA’s President & CEO will report to the Chair and Vice Chair of the Board the status of Board member completion of the annual disclosure process, including a list of Board members who have not completed the disclosure process.
2. In the event a Board member does not complete the annual disclosure process, the Chair and Vice Chair will bring the matter to the attention of the Board of Directors for resolution.
3. Potential conflicts of interest may arise throughout the year in a number of ways. Board members, ITSA members or the President & CEO may identify a potential conflict of interest. All potential conflicts of interest will be reported to ITSA’s President & CEO, who will immediately inform the Special Committee on Governance and Ethics for review.
4. The Special Committee is charged with reviewing potential conflicts of interest in an objective manner and in relation to ITSA’s conflict of interest policy. If the Committee determines that a potential conflict exists, it will review the matter with the individual involved and, if necessary, refer the matter to the Board of Directors for consideration.

**DISCLOSURE FORM**

I have reviewed ITS America’s Conflict of Interest Policy and agree to be bound by its provisions for the duration of my appointed or elected term. I agree to inform ITS America of any reportable changes as soon as they occur.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Date

*Updated August 15, 2012*