

BYLAWS OF ITS MIDWEST

A CHAPTER OF ITS AMERICA

PROPOSED AMENDMENT TO IMPLEMENT A MERGER WITH ITS MID-AMERICA RECOMMENDED FOR APPROVAL BY THE BOARD OF DIRECTORS ON 12/13/06

I - PURPOSE

This State Chapter of ITS AMERICA (hereinafter "Chapter"), is organized and shall be administered and operated exclusively to receive, administer, and expend funds 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 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 States of Illinois, ~~and~~ Indiana, Ohio and Kentucky.

II - MEMBERS

1. Classes. There shall be two classes of membership: Corporate and Individual. Corporate membership is open to companies, corporations, associations, governmental agencies, universities, and other organizations interested in advancing the purposes of the Chapter. In a Corporate membership, it is the organization that is the member. The organization will delegate authority to a single person, or collectively to the number of designated persons allowed under the Corporate membership.

Individual membership is available to individuals only if a person's employer is not a Corporate member of ITS Midwest. Two or more individuals employed by the same organization may not be independent or separate Individual members; rather, the organization would have to join as a Corporate member. Each Individual and Corporate member shall have the same rights, privileges, duties, and obligations.

2. Ex Officio. The Board of Directors may create ex-officio members. Ex-officio members of the Chapter shall have no voting rights and shall pay no dues.
3. Voting rights. Each Individual and Corporate member of the Chapter shall have one vote in all matters to be voted on by the members. Each Corporate member shall designate one or more representatives to attend meetings of the membership and, collectively, cast its one vote on any matter.
4. Dues and Fees.
 - (a) Amounts. The Board of Directors shall establish the amount of any initiation fee, dues, or other charges required to be paid by members.
 - (b) Delinquency. Members whose dues are more than thirty (30) days in arrears may be suspended, and may not vote, pending payment. Members whose dues are more than sixty (60) days in arrears may be terminated as members by a majority vote of the Board of Directors.

- (c) Membership Year. Annual dues shall be for the membership year of ~~January April-1 to~~ through December March-31. Any new member joining on or after ~~October January-1~~ shall have their dues applied as full payment for the remainder of the current membership year and as full payment for the next membership year. Any new member joining between July 1 and ~~September 30 January-1~~ may have their membership dues prorated in accordance with a policy adopted by the Board of Directors.
5. Meetings.
- (a) Annual meeting. There shall be an annual meeting of the membership of the Chapter, to be held between September 15 and November 15 at a time and place ~~during the months of February or March~~ to be determined by the Board of Directors, to conduct elections of Directors and officers, receive reports of the officers, and consider questions of general policy.
- (b) Special meetings. A special meeting of the members shall be held upon the call of the President or a majority 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 or President of the Chapter shall notify all members of the Chapter of each meeting by first class mail or electronic mail (email) not more than sixty (60) days nor less than ten (10) days before the date of the meeting. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called.
- (d) Quorum. The presence in person of twenty-five (25) percent of the members of the Chapter shall constitute a quorum for the transaction of business at any meeting of the membership.
- (e) Votes by mail. Votes of the membership may be conducted by mail, subject to conditions set by the Board of Directors and any other requirements specified in these Bylaws. The number of ballots cast must satisfy the twenty-five (25) percent quorum requirement.
6. Termination of Membership.
- (a) General rule. Membership in the Chapter shall terminate upon the resignation of a member; upon termination by majority vote of the Board of Directors for failure to pay dues; or upon expulsion for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter.
- (b) Expulsion. Except for failure to pay dues, no member 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 in the Chapter, any and all rights and privileges of membership, and any interest in the property or other assets of the Chapter, shall be forfeited by the member.

- (d) Liability for dues. Termination of any membership shall not relieve the former member from liability for any unpaid dues or other duly assessed fees. No former member having any outstanding charges for unpaid dues or fees shall be re-admitted to membership without payment of those amounts.

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 (Board). The Board of Directors may by general resolution delegate to officers of the Chapter and to committees such powers as are provided for in these Bylaws.
2. Membership. Membership of the Board of Directors shall consist of eight ~~seven (87)~~ Directors and eight ~~six (86)~~ officers. The officers are the President, four ~~two (42)~~ Vice Presidents (one per state), Treasurer, Secretary/President-Elect, and Immediate Past President. Each member of the Board of Directors shall be an employee of a Corporate member of the Chapter or an Individual member. The Executive Director of ITS AMERICA or his designee shall serve as an ex-officio member of the Board of Directors. The Board should be a diverse and balanced representation of the membership.
3. Terms. The Directors shall serve terms of one (1) year, to begin at the close of the annual membership meeting at which their election is announced and end at the close of the annual membership meeting upon the term's expiration. Each state shall be represented by two (2) Directors. No Director shall serve more than four (4) ~~three (3)~~ consecutive terms as a Director. Terms served prior to 2005, and prior service as an officer, shall not be considered in determining the term limit for a Director.
4. Election. The Directors shall be elected by ballot of the membership at the annual meetings. In all cases the individual is elected irrespective of whether he/she is employed by a Corporate member. If, during his/her term a Director is no longer employed by a Corporate member, that Director may remain in office if he/she becomes an Individual member of the Chapter. An employee of a Corporate member who is nominated for election as a Director shall, if elected or appointed, serve on the Board as the designated representative of that Corporate member. As such, the Corporate member may, subsequent to the election and subject to approval by the Board, designate a different employee to be their representative and serve as a Director for the remainder of the term.
5. 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.
6. Resignation. A Director may resign from the Board of Directors by written notice to the Board or President. 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 or President.

7. Vacancies. Any vacancy on the Board of Directors will be filled by an appointment of the Board of Directors and the appointee shall serve until the next election, except that officer vacancies will be filled in accordance with Article IV, Section 5.
8. Meetings.
 - (a) The Executive Committee shall set the time and place of the regular meetings of the Board.
 - (b) Special meetings of the Board of Directors may be called by either the President or upon the written request of any three (3) members of the Board of Directors. The President, or the Board members 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.
9. Notice. Notice of the regular meetings of the Board of Directors shall be given to the officers and Directors at least thirty (30) calendar days before the meeting by the Secretary or President. Notice of any special meeting of the Board of Directors shall be given at least ten (10) calendar days before the meeting by the Secretary or President. In all cases, the notice shall be either delivered personally or sent by first class mail, facsimile or electronic mail to each Director. The business to be transacted at any special meeting of the Board of Directors must be specified in the notice of such meeting.
10. Quorum. The presence of a 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. The presence of a majority of the officers shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. Participation in Board and Executive Committee meetings by teleconference or videoconference shall be considered presence for the purposes of satisfying the quorum requirement and transacting business.
11. Manner of Acting. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by these Bylaws, or by Robert's Rules of Order.
12. Informal Action. Any action required by law to be taken at a meeting of the Board of Directors, 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 facsimile or electronic mail, setting forth the action so taken, shall be signed or approved by facsimile or electronic mail by a majority of the Board of Directors.

IV - OFFICERS

1. Officers. The officers of the Chapter shall be a President, one Vice President for each state, a Treasurer, a Secretary/President-Elect, and the Immediate Past President. These officers collectively constitute the Executive Committee, a standing committee of the Board of Directors.
2. Election. Officers of the Chapter shall serve a two-year term of office, ~~with the exception of 2005 when one Vice President and the Treasurer shall be elected to one year terms.~~ The Secretary/President-Elect and ~~two one (2)~~ two (2) Vice Presidents shall be elected in odd-numbered years, and the Treasurer and ~~two (2) other~~ two (2) Vice Presidents shall be elected in even-numbered years. The

Secretary/President-Elect shall automatically take office as President upon the expiration of the President's term of office. The President shall automatically take office as the Immediate Past President upon the expiration of his/her term as President. The terms of office of each officer shall begin at the close of the annual membership meeting at which their election is announced, and shall end at the close of the next annual membership meeting at which their terms expire. ~~In the election of officers,~~ in all cases the individual is elected irrespective of whether he/she is employed by a Corporate member. If during his/her term an officer is no longer employed by a Corporate member, that officer may remain in office if he/she becomes an Individual member of the Chapter.

3. Resignation. An officer may resign by written notice to the Board of Directors or President. 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 or President.
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.
5. Vacancy. A vacancy in any office (except President and Immediate Past President), whether because of the membership's failure to elect any officer, resignation, removal, disqualification, or death, shall be filled by an appointment of the Board of Directors and the appointee shall serve until the next election. A vacancy in the office of President shall be filled by the Secretary/President-Elect for the remainder of the President's term and the Board shall appoint a new Secretary to serve the remainder of the term. ~~The An~~ appointed Secretary shall not be President-Elect and shall not succeed the President unless subsequently nominated and elected by the membership to the position of President Secretary/President-Elect. Should the Secretary/President-Elect succeed the President prior to the expiration of the President's term, the Secretary/President-Elect shall also serve the succeeding full two-year term as President as prescribed in Article IV, Section 2 of these Bylaws. A vacancy in the position of Immediate Past President shall remain unfilled until a new President takes office.
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, Board of Directors, and Executive Committee; shall be the principal spokesperson for the Chapter; shall serve ex officio on all committees except the Nominations Committee, and in general shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall not serve more than one (1) term.
7. Vice President. In the absence of the President and Secretary/President-Elect, or in the event of the President's and Secretary's inability or refusal to act, one of the Vice Presidents shall perform the duties of the President. The order of succession of the Vice Presidents shall be based upon seniority in the office of Vice President. In case of a tie, the Board by majority vote shall determine which Vice President will perform the duties of the President. Vice Presidents shall perform such other duties as may from time to time be prescribed by the Board of Directors or the President.

8. 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 other valuables which may from time to time come into the Chapter's possession. The Treasurer shall immediately deposit all funds of the Chapter coming into his/her hands in some reliable bank or other depository approved by the Board of Directors, and shall keep such bank account in the name of the Chapter. Upon request by the Board of Directors, he/she shall furnish a statement of the financial condition of the Chapter, and shall perform such other duties as these Bylaws may require or the Board of Directors may prescribe. The Treasurer shall be responsible for maintaining the financial records and may be required to furnish bond in such amount as shall be determined by the Board of Directors. The Treasurer shall not serve more than three ~~two~~ (3~~2~~) consecutive terms.
9. Secretary/President-Elect. The Secretary also is President-Elect of the Chapter when elected by the membership, and shall give notice and attend all meetings of the Chapter; shall keep all non-financial records of the Chapter; shall prepare minutes for all Board meetings and meetings of the members; and shall perform all other duties assigned by the President or the Board of Directors. In the absence of the President, or in the event of the President's inability or refusal to act, the Secretary/President-Elect shall perform the duties of the President. The Secretary/President-Elect shall not serve more than one (1) term.
10. Immediate Past President. The Immediate Past President shall serve to ensure continuity, coordinate the work of standing committees, and provide such assistance as may be requested by the President. The Immediate Past President shall serve one (1) two-year term.

V - ELECTIONS

1. Nomination Procedure. All nominations for officers and Directors shall be made by the Nominations Committee and must be submitted in writing to the Executive Committee for its approval prior to ballots being distributed. The Executive Committee shall review all nominations and verify that each nominee (or the nominee's employer for Corporate members) is a member in good standing and has paid all dues and fees owed to the Chapter, and that the nominations are consistent with these Bylaws and policies adopted by the Board of Directors. Candidates for Secretary/President-Elect and Treasurer must have served a minimum of one full term on the Chapter's Board of Directors by the date of the election for which they are nominated. The Board of Directors may, at its discretion, adopt policies regarding the qualifications and experience required for candidates for Director in order to promote a broad and diverse representation of public and private sector membership in the Chapter's elected and appointed leadership positions.
2. Election Procedure. Elections shall be held at the annual meeting of the membership. The candidate for each office receiving the highest number of votes will be elected.
3. This Section shall only be effective if a Bylaws amendment to merge the ITS Midwest and ITS Mid-America state chapters is approved by the members of both chapters and all other required approvals are obtained. A special election for officers and Directors shall be conducted within 60 days after final approval by all required parties of the merger. Unless specified otherwise in this section, all

other applicable requirements of these Bylaws shall apply. All members in good standing in either state chapter shall be eligible to vote in this special election, which shall be conducted by either regular mail or electronic mail. A current member of both state chapters may cast only one ballot in the special election.

The President shall appoint a four-member Nominations Committee in which each of the four states is represented. The officers and Directors elected in the special election shall take office immediately upon public notification of their election by the Secretary, and serve until the conclusion of the next annual meeting of the members or as determined by the Board in order to implement the required staggering of terms specified in Article IV, Section 2. The terms of office for all officers and Directors elected in 2007, prior to final approval of the merger, shall end immediately upon public notification of the special election results by the Secretary.

VI - 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 shall consist of the Executive Committee as defined in Article IV, Section 1 of these Bylaws, the Nominations Committee, and any other committees that may be established by action of the Board of Directors.
2. Membership. With the exception of the Executive and Nominations Committees, the President shall appoint all committee chairs, subject to approval by the Executive Committee, and the committee chairs shall appoint all other committee members. The President shall appoint all members of the Nominations Committee, subject to approval by the Executive Committee. Standing committees other than the Executive and Nominations Committees shall be co-chaired by a Director and someone who is not a member of the Board of Directors. Other committee members need only be an Individual member or employed by a Corporate member. Committee chairs shall provide the Board with a current listing of 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 the resolution of the Board of Directors 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 inconsistent with these Bylaws or with rules adopted by the Board of Directors.

VII - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. Contracts. The Board of Directors shall authorize any officer or officers, agent, or agents of the Chapter in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter and such authority may be general or confined to specific instances.

2. Checks. All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the chapter, shall be signed by such officer or officers, agent, or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer.
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 device for the general purposes or for any special purpose of the Chapter.

VIII - BOOKS AND RECORDS

The Chapter shall keep correct and complete books and records of account and shall also keep summary minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

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 - 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.

XI - LIMITATION ON CHAPTER ACTIVITIES

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

XII - INDEMNIFICATION

Any present or former Director, officer, employee, or agent of the Chapter, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Chapter against all judgments, fines, settlements, and other reasonable costs, expenses and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director, officer, employee, or agent, to the fullest extent permitted by applicable law.

XIII - PROCEDURE

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

XIV - AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of two-thirds of the members either present in person at a duly constituted annual or special meeting or voting by first class mail, subject to all of the following requirements. At least thirty (30) days notice shall be given to the voting members by either first class mail or electronic mail of the intention to alter, amend or repeal, or adopt new Bylaws, and the specific proposed changes shall be provided to the voting members in writing or as an electronic, digital document at least thirty (30) days in advance of voting. The number of ballots cast must satisfy the quorum requirement specified in Article II, Section 5.

(END)