



DATE: February 13, 2007

TO: Corporate and Individual Members of ITS Midwest

FROM: Karen M. George, Secretary

SUBJECT: PROPOSED BYLAWS AMENDMENT TO IMPLEMENT A MERGER WITH ITS MID-AMERICA

The Board of Directors of ITS Midwest recommends that the Bylaws of the Chapter be amended to implement a merger with the ITS Mid-America state chapter (Ohio and Kentucky.) In accordance with the 30-day advance requirement in Section XIV of the Bylaws, enclosed is the complete text of the proposed amendment, which the Chapter membership will be asked to approve on March 21, 2007 at the Chapter's annual meeting in Lincolnshire, Illinois.

The proposed amendment would make changes in Articles I, II, III, IV and V of the Bylaws. As you review the proposed changes, text to be added is shown with an underline, added text (other than for existing underlined headings). Text to be deleted is shown with a strikethrough, ~~deleted text~~. There will be an opportunity for questions and discussion at the annual meeting prior to voting. Please bring a copy of the proposed amendment with you to the meeting.

Please read the accompanying letter from ITS Midwest President Gary Rylander, which provides detailed information about the proposed merger, the reasons behind its being proposed, and how the new four-state chapter would operate. There will also be a presentation, and open forum discussion, about the proposed merger during the business meeting at the annual meeting.

If you (and if a Corporate member, no one else from your firm or agency) will not be present at the annual meeting, you may instead vote prior to the annual meeting by first class mail (not email) by printing out the attached ballot and mailing it to the address below. The ballot must be received no later than March 16, 2007, to be counted. **Please note that, for Corporate members, it is the organization that is the member no matter how many individuals they employ, and each Corporate member has one vote.** The Bylaws require that each Corporate member shall designate one or more representatives to attend meetings of the membership and, collectively, cast its one vote on any matter.

For those members that will not be attending the annual meeting, please mail your ballot to:

Karen M. George
Secretary, ITS Midwest
c/o TransCore
2100 Western Court, Suite 300
Lisle, IL 60532

If you have any questions or comments that you would like to ask or make prior to the annual meeting, please do not hesitate to contact either President Gary Rylander (grylander@ekmail.com) or me (karen.george@transcore.com.) Please also feel free to contact any member of the Board of Directors, as well.

KG/gr

Attachments: Proposed Amendment to the Bylaws to Merge with ITS Mid-America
Letter from President Gary Rylander
Ballot (for mailing only if unable to attend the annual meeting)