



Intelligent Transportation Society of Pennsylvania  
A State Chapter of ITS America  
400 Virginia Ave., S.W., Suite 800  
Washington, DC 20024-2730

## **BYLAWS OF ITS PENNSYLVANIA A CHAPTER OF ITS AMERICA**

### **I – PURPOSE**

**Purpose.** ITS Pennsylvania (hereinafter “Chapter”), a State Chapter of ITS AMERICA, is organized and shall be administered and operated exclusively to receive, administer, and expend funds for charitable, educational, and scientific purposes. The Chapter aims to achieve the following through promotion of research, outreach, plan and program operations, and implementation of advanced technology:

- promote and enhance public safety and community welfare
- reduce motor vehicle deaths and injuries;
- improve mobility; and
- promote, encourage, and advance a system of safer, more economical, energy efficient and environmentally sound transportation.

The Chapter recognizes the inequities and barriers that exist in our transportation system today, and is committed to supporting the implementation of intelligent transportation technology and associated policies that promote safer, more affordable, equitable and accessible transportation within the Commonwealth. The Chapter cultivates a culture of diversity, equity and inclusion by:

- Prioritizing an inclusive space by broadening our outreach to ensure a diverse membership, including board and committee leadership and event speakers;
- Promoting scholarship opportunities; inclusive of all;
- Committing to including DEI in our programming; and
- Continually measuring and adjusting our DEI efforts.

### **The regional confines of this Chapter are limited to the Commonwealth of Pennsylvania.II – MEMBERS**

#### **1. Classes of Membership.**

There shall be three classes of membership, “Organizational Members” (hereinafter “Organizational Members”), “Individual Affiliates” (hereinafter “Affiliates”) and “Student Members” (hereinafter “Students”).

- (a) Organizational membership shall be open to companies, corporations, associations, governmental agencies, academic organizations and other organizations interested in advancing the purposes of the Chapter. All organizational members shall have the same rights, privileges, duties, and obligations.
  - (b) Affiliate memberships shall be open to any individual interested in advancing the purposes of the Chapter if the individual's employer is not an Organizational Member of the Chapter or if the individual has no employer eligible for membership.
  - (c) Student membership is open to full-time university or college students who are interested in advancing the purposes of the Chapter.
2. **Voting.** Each Organizational Member of the Chapter shall have two (2) votes in all matters to be voted on by the members. Each Organizational member shall designate the two voting members to attend meetings of the membership and, cast its votes on any matter. Affiliate members shall have one vote in all matters to be voted on by the members. Student members shall not have voting rights. A member must have paid its dues in full for the current year to be eligible to vote. All votes by Email must be date stamped as appropriate, to be counted for any official action.
3. **Applications.** Any organization or individual desiring to become a member of the Chapter must apply on forms approved and supplied by the Chapter. Applications must be accompanied by the dues required. Applications for membership shall be approved or denied consistent with the requirements of the State Chapter Affiliation Agreement with ITS AMERICA and policies approved by the Chapter.
4. **Termination of Membership.**
- (a) **General Rule.** Membership in the Chapter shall terminate upon the resignation of a member; upon termination for failure to pay dues; or upon expulsion from membership only 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, the member shall forfeit any and all rights and privileges of membership, and any interest in the property or other assets of the Chapter.
  - (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 readmitted 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. The Board of Directors may be general resolution delegate to officers of the Chapter and to committees such powers as are provided for in these Bylaws.
2. **Membership.** The Board of Directors shall have a maximum of thirteen (13) members, including the Executive Committee consisting of the President, Vice President, Treasurer, Secretary, and Immediate Past President of the Chapter. The Board should have a balanced representation from the public, private and academic sectors. Ideally, a balanced Board will be composed of 1 academic, 4 public and 8 private sector representatives, All Board members shall be current employees of an Organizational member or shall be an Affiliate member. No more than two Board members shall be from the same organization.

The President of ITS America, or their designee, shall serve as an ex-officio, non-voting member of the Board of Directors. One (1) representative from the Federal Highway Administration (FHWA) and two (2) “at large” public transportation agency representative shall serve as ex-officio, non-voting members of the Board of Directors. The “at large” members shall be voted on and approved by the Board during its first meeting of the New Year.

3. **Election.** At the 2004 election, four (4) Directors shall be elected to a one-year (1-year) term, four (4) Directors shall be elected to two-year (2 year) term, and four (4) Directors shall be elected to a three-year (3 year) term. Thereafter, the Directors shall be elected for a three-year (3) term by ballot of the membership in November, with elected terms beginning on January 1<sup>st</sup>. The new Immediate Past President shall serve as the thirteenth member of the Board. The Board of Directors members shall serve terms to begin immediately following the election results and end once their position is filled with the announcement of the new Board members. A Board member shall be eligible for re-election for one additional consecutive term. In the event that the immediate past president has completed two consecutive terms at the end of their service as president, they will serve only as a non-voting board member except in the case of a tied vote.

When the membership voting results conclude in a tie amongst nominees, the current Board of Directors shall vote, via ballot or email, their choice of nominee within 48 hours. Board of Director voting shall include only those engaged in the tie. (Example – An election is to yield four (4) new Directors. Should there be a tie amongst the 4<sup>th</sup> and 5<sup>th</sup> nominees with the identical vote tally, the current Board shall only vote between the 4<sup>th</sup> and 5<sup>th</sup> nominee. There shall be no voting for the 1<sup>st</sup>, 2<sup>nd</sup> or 3<sup>rd</sup> place nominee.)

4. **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.

5. **Resignation.** A Director may resign from the Board of Directors by written notice to the Board. 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.
6. **Vacancies.** Any vacancy on the Board of Directors will be filled by appointment by a majority vote of the Board of Directors.
7. **Meetings.**
  - (a) The leader of the Board of Directors (President) 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) Directors. The President, or the Directors who call the meeting, shall fix the time and place of any special meeting.
8. **Notice.** The Secretary shall give notice of the regular meetings of the Board of Directors at least thirty (30) days before the meeting. The Secretary shall give notice of any special meeting of the Board of Directors at least three (3) calendar days before the meeting. The business to be transacted at any special meeting of the Board of Directors must be specified in the notice of such meeting.
9. **Notes.** The Secretary shall compile meeting minutes of all meetings to be distributed to the Board of Director for approval at the next meeting. Approval will be met with a vote from a majority of the Board of Directors.
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.
11. **Manner of Acting.** The act of a majority of the 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.
11. **Informal Action.** Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing and/or Email, setting forth the action so taken, shall be approved by a majority of the Directors.

#### **IV - OFFICERS**

1. **Officers.** The officers of the Chapter shall be a President, a Vice President, a Treasurer, a Secretary, and the Immediate Past President and shall serve as the Executive Committee. All officers shall be current employees of a Chapter member organization or be an Affiliate member. All officers shall be Board Members. No more than two officers shall be from the same organization.
2. **Election.** Within 30 days, following the election of the new Board of Directors members, at a time and place to be set by the present President, the members of the new Board of Directors will elect its officers. Each officer of the Chapter (other than the Immediate Past

President) will be elected by the Board of Directors for a one-year term of office, except the Secretary and Treasurer, which will be elected for 2-year terms. The office of the Immediate Past President shall take affect at the start of the calendar year subsequent to the election of the new President and extend for one year. The terms of office of each officer shall begin at the start of the calendar year and shall end at the close of the calendar year.

3. **Resignation**. An officer may resign by written notice to the Board of Directors. Unless another time is specified in the notice or determined by the Board, an officer's resignation shall be effective upon receipt by the Board.
4. **Removal**. Any elected officer may be removed from office for neglect, dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a two-thirds vote of the Board of Directors at a duly held meeting of the Board of Directors.
5. **Vacancy**. A vacancy of any officer (except the President), whether because of the member's resignation, failure to win re-election, removal, disqualification, or death, will be filled by the Board of Directors for the unexpired portion of the term, by majority vote at a Board of Directors meeting.
6. **Budget**. By the end of February of the fiscal year, the Board of Directors shall produce an annual budget for the Chapter. The budget shall, at a minimum, include line items for each committee, annual conference, Pennsylvania Automated Vehicle Summit, regional meetings, charitable donations, and miscellaneous funds. The budget shall be applied from the beginning of February to the end of February of the following fiscal year.
7. **President**. The President shall be the leader of the Board of Directors and shall exercise general supervision over the affairs of the Chapter consistent with policies established by the Board of Directors. The President shall preside at all meetings of the members; shall be the principal spokesperson for the Chapter; shall appoint the chairpersons of, and serve, ex officio, on all committees, and in general shall perform all duties incident of the office of President and such other duties as may be prescribed by the Board of Directors. The President shall serve a one (1) year term.
8. **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 duties shall also include the following: Assist the Treasurer to create and approve the Annual Budget, as per Section IV.6 of these By-Laws; Serve as Co-Chair of the ITS Pennsylvania Annual Conference; and to solicit and present to the Board the list of charities for the Chapter to donate to over the term of their Vice Presidency. The Vice Chairman of the Board of Directors shall perform other duties as may from time to time be prescribed by the Board of Directors or the President. The Vice President shall serve a one (1) year term.
9. **Treasurer**. The Treasurer shall be responsible for and ensure the maintenance of correct and complete records of account, showing accurately at all times the Chapter's financial condition. The Treasurer shall be legal custodian of all moneys, 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. At each Board of Directors meeting, 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 Board of Directors may designate an agent to assist the Treasurer in the performance of the above activities and may require the agent to furnish bond in such amount as shall be determined by the Board of Directors. The Treasurer shall serve a term of two (2) consecutive years and must be an elected board member throughout this term. In the event the holder of the position does not win re-election during an election cycle, the vacancy bylaw for the position is enacted. The position shall be up for election on an opposite cycle with the Secretary.

10. **Secretary**. The Secretary shall give notice and attend all meetings of the Chapter, shall keep all non-financial records of the Chapter, shall disseminate information to Chapter members on a regular basis via email and social media, and shall perform all other duties assigned by the President of the Board of Directors. The Board of Directors may designate an agent to assist the Secretary in the performance of the above activities. The Secretary shall serve a term of two (2) consecutive years and must be an elected board member throughout this term. In the event the holder of the position does not win re-election during an election cycle, the vacancy bylaw for the position is enacted. The position shall be up for election on an opposite cycle with the Treasurer.
11. **Immediate Past President**. The Immediate Past President shall serve in an advisory capacity in order to ensure continuity and to provide such assistance as may be required by the President. The Immediate Past President does not need to be an elected member of the Board of Directors.

## **V – 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 will be established or dissolved by action of the Board of Directors.
2. **Chairs**. The President shall appoint all chairs of committees.
3. **Policies & Procedures**. The Board of Directors shall establish policies and procedures for the operation and action by committees.

## **VI - DUES**

1. **Amounts**. The Board of Directors shall establish the amount of any initiation fee, dues, or other charges required to be paid by all members. The Board of Directors may not raise the annual dues in any category by more than ten percent (10%) in any year without majority consent of the membership.

Annual dues shall be payable by January 31 of each year. Dues and any required entrance fees of all new Members shall be payable before membership is granted. New membership dues paid before September 1 will be credited for the current year and include member voting rights for current election. New membership dues paid after September 1 will be credited for the following year and shall not include member voting rights for current election.

2. **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.

## **VII - MEETINGS**

1. **Annual Conference.** There shall be an annual conference of the membership 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 consider questions of general policy.
2. **Special Meetings.** A special meeting of the members shall be held upon the call of the Board of Directors or the written request signed (within any 60-day period) by one-third of the members, at the time and place stated in the call. The call or request for the meeting shall state its purpose or purposes.
3. **Notice.** The Secretary of the Chapter shall notify all members of the Chapter of each meeting by Email, sent to each member at its Email address in the records of the Chapter not more than sixty (60) days or 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.
4. **Quorum.** A majority of the voting members of the Chapter shall constitute a quorum for the transaction of the business at any meeting of the membership.
5. **Votes by Mail and Electronic Mail (Email).** Votes of the membership may be conducted by mail and Email. Ballots may be sent by either mail or Email and must satisfy the quorum requirement. All votes by Email must be date stamped as appropriate, to be counted for any official action.
6. **Voting on Financial Matters.** All financial considerations of the Chapter, which are over five-hundred dollars (\$500.00), must be approved by a majority vote of the Board of Directors. The President and Vice President have the authority to spend up to five hundred (\$500.00) without board approval on the Chapter for things such as supplies/materials, meals, charitable donations, and payments to other Organizations for shared sponsorships. The President and Vice President can authorize up a total of two (2) distinct appropriations within a fiscal year.
7. **Joint Conference Budgets** - The Board may authorize Officer(s) or agent(s) to execute payments on behalf of the Chapter, granted a planned budget for a designated purpose is prior approved by the Board. Payments five-hundred dollars (\$500.00) or more in excess of an approved budget will require a new Board approval. *The appointed conference/event committee chair is granted permission to sign vendor contracts in coordination with the Chapter Treasurer on behalf of the Chapter once the overall event budget is approved by the Board. Updates on such agreements shall be provided to the Board as part of the conference planning process.*

- ITS America Annual Meeting and/or ITS World Congress**– The Chapter shall send the current President to the ITS America Annual Meeting and/or ITS World Congress in the event it is held within the contiguous United States each year. Should the President not be able to attend, the invitation shall be passed to the Vice President, then the Treasurer, and then Secretary, should the former not be able to attend. Should no officer be able to attend the ITS America Annual Meeting, the current Chapter Officers shall select an ITS Pennsylvania representative to attend from the current remaining Board members. The Chapter shall set aside the sum of up to \$2,000 to cover the attendees cost of the ITS America Annual Meeting. The following costs will be eligible for reimbursement by the Chapter: registration, airfare, 3-nights lodging, ride-service from the airport to hotel (no rental car will be covered by the Chapter) and a \$50 per diem for food. The attendee’s receipts shall be saved and furnished to the entire Board for review within 2 weeks after the conclusion of the event. Expenses exceeding the annual \$2,000 budget shall be covered by the attendee. Reimbursement limits shall follow Commonwealth guidelines applicable to those Board members under its jurisdiction.

### **VIII - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

- 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.
- Checks**. All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Chapter, shall be signed by the Treasurer (or the President, acting on direction of the Treasurer), or in their absence, 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.
- 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.
- Electronic Payments** – Payments may be accepted electronically. The Treasurer will handle all payments electronically and make sure to secure funds to the Chapters account.
- Funds**. The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Chapter.

### **IX - BOOKS AND RECORDS**

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

### **X - FISCAL YEAR**

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

### **XI - SEAL**

The Board of Directors may provide a corporation seal, which shall be in a form selected by a resolution of the Board of Directors.

### **XII - LIMITATION ON CHAPTER ACTIVITIES**

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

Upon the dissolution of the Chapter, the Board of Directors or governing staff shall, after paying or making provision for the payment of all the liabilities of the Chapter, dispose of all assets of the Chapter in such manner, or to such organizations(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organizations(s) under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors or governing staff shall determine. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the corporation or organization is then located, exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes.

The Chapter shall provide and/or support/endorse policies or papers that are consistent with ITS America, as well as promote local growth, education and the advancement of emerging technologies and operational strategies.

### **XIII – INDEMNIFICATION**

1. 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, suite, 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 extent authorized by the Board of Directors. No indemnification or advance against expenses shall be approved by the Board or paid by the Chapter until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.
2. Appropriate insurance shall be provided by the Chapter (or ITS America) to ensure that the above provisions are met.

#### **XIV - PROCEDURE**

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

#### **XV - AMENDMENTS TO BYLAWS**

These Bylaws shall be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of two-thirds of the voting members by mail, Email or by special meeting ballot. Thirty (30) days' written notice, setting forth the proposed changes shall be given to the members of intention to alter, amend, or repeal, or to adopt new Bylaws. Mail and/or Email ballots not returned shall be considered an affirmative vote.

**Adopted - January 16, 1996**  
**Amended - January 18, 1999**  
**Amended – February 10, 2004**  
**Amended – May 24, 2006**  
**Amended – July 21, 2014**  
**Amended – March 6, 2017**  
**Amended – January 3, 2019**  
**Proposed – January X, 2023**