

**BYLAWS OF
ITS MARYLAND, INC.,
A CHAPTER OF ITS AMERICA**

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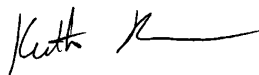
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SECRETARY’S CERTIFICATE

The undersigned as Secretary of the Chapter, hereby certifies that the foregoing Bylaws were adopted with revisions, as the Bylaws for ITS Maryland on March 19, 2014.



KEITH RINIKER
PRESIDENT (2014)

I – NAME

This organization shall be called the Intelligent Transportation Society of Maryland hereinafter referred to as ITS Maryland or ITS MD. This organization is a chapter of, and shall be regulated by, the State Chapter Affiliation Agreement of the Intelligent Transportation Society of America hereinafter referred to as ITS America.

II – PURPOSE

1. This Maryland 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, and specifically to promote and enhance public safety and community welfare by fostering research and development, and implementation of coordinated 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 within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

2. ITS Maryland serves 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 basis of profession, discipline, and mode. While the regional confines of the Chapter has been limited to the State of Maryland, membership is open to organizations from adjoining states, District of Columbia, and all interested stakeholders.

III – MEMBERSHIP

1. There shall be five classes of membership as described in the following subsections:

(a) Government Agencies. Maryland State and Local Government agencies, Metropolitan Planning Organizations, and Colleges/Universities. This classification is for a public sector organization. A public sector organization is defined as a state or local government agency, metropolitan planning organization, or a college and university (public or private). A member under this classification may or may not also be a member of ITS AMERICA or other state Chapters. If the organization is also an ITS AMERICA member and has designated ITS Maryland as its state chapter, ITS Maryland will collect an annual dues subsidy from ITS AMERICA and apply this subsidy towards the organization's ITS Maryland annual dues. A member under this classification shall enjoy full rights, privileges, duties, and obligations with ITS Maryland.

(b) Private Organization. This classification is for a private sector organization. A private sector organization is defined as any organization other than a state or local government agency, metropolitan planning organization, or a college and university. A member under this classification may or may not also be a member of ITS AMERICA. If the organization is also an ITS AMERICA member and has designated ITS Maryland as its state chapter, ITS Maryland will collect an annual dues subsidy from ITS AMERICA and apply this subsidy towards the organization's ITS Maryland annual dues. A member under this classification shall enjoy full rights, privileges, duties, and obligations with ITS Maryland.

(c) Individual. This classification is for an individual that is not, for the purposes of membership in ITS Maryland, affiliated with any other organization member. A member under this classification may or may not also be affiliated with a member organization of ITS AMERICA. If the individual is also an employee of an ITS AMERICA member organization and has designated ITS Maryland as its state chapter, ITS Maryland will collect an annual dues subsidy from ITS AMERICA and apply this subsidy towards the individual's ITS Maryland annual dues. An individual member shall enjoy full rights, privileges, duties, and obligations with ITS Maryland.

(d) Student. This classification is for any person currently enrolled as a full-time student in an undergraduate or graduate degree-granting program from an accredited college or university. A student member shall enjoy full rights, privileges, duties, and obligations with ITS Maryland, with the exception of voting or holding an elected office. Student Members may create their own student chapter and hold office and vote within that student chapter.

(e) Adjoining State Transportation Departments and Federal agencies. This classification is for an adjoining state transportation department or federal agency with an interest in ITS MD. A member under this classification shall enjoy full rights, privileges, duties, and obligations with ITS Maryland if that member is not a member of another State Chapter. A member of another State Chapter shall enjoy full rights, privileges, duties, and obligations with ITS Maryland, with the exception of voting or holding an elected office.

Each member shall supply the Chapter with the name of one primary representative for the purpose of Chapter communications. Members classified under III.1(a) and III.1(b) may designate up to two additional contacts. ITS Maryland does not limit the number of people who can participate in member activities.

2. Voting rights. Each member in good standing, with the exception of those classified under III.1(d) and III.1(e) – if that member is a member of another state chapter, shall have one vote in all matters to be voted on by the members. Each member shall designate one or more representatives to attend meetings of the membership and, collectively, cast its vote on any matter.

3. Application. Any organization desiring to become a member of the Chapter shall apply to the Chapter on the approved form supplied by the Chapter. Applications must be accompanied with dues required for the first year of membership. Applications for membership shall be approved or denied consistent with the requirements and policies approved by the Chapter and including past membership history of the applicant with the Chapter.

4. Dues.

(a) Amounts. The Board of Directors shall establish the membership dues structure including the amount of any initiation fee, dues, or other charges required to be paid by members. The Board of Directors shall establish the process and frequency for dues collection. Dues will be prorated on a quarterly basis for new members based upon when they join as follows: Jan-Mar (100% of dues), Apr-Jun (75% of dues); Jul-Sep (50% of dues), Oct-Dec (25% of dues).

(b) Delinquency. Members whose dues are more than thirty (30) days in arrears after invoicing may be suspended, and will not vote, pending payment. Members whose dues are more than ninety (90) days in arrears may be terminated as members.

5. Meetings.

(a) Annual Chapter meeting. There shall be an Annual Chapter Meeting of the membership of the Chapter, to be held at a time and place to be determined by the Board of Directors, to announce the results of elections of the Board of Directors and Officers, receive reports of the officers, and consider questions of general policy.

(b) Regular Board meetings. Regular meetings of the Board shall be held at a time and place to be determined by the President with the approval of the Board.

(c) Special Board 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 30-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.

(d) Notice. The Secretary of the Chapter shall notify all designated representatives of members of the Chapter of each meeting not 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.

(e) Quorum. The presence of 25% of the members of the Chapter shall constitute a quorum for the transaction of the business at any meeting of the membership. Virtual attendance (via conference call or a video system) shall constitute presence for the purpose of a quorum.

(f) Votes by mail and electronic mail. Votes of the membership may be conducted by mail and/or electronic mail. Ballots received must satisfy the 25% quorum requirement.

6. Termination of membership.

(a) General rule. Membership in the Chapter shall terminate upon the resignation of a member; upon termination for cause as by formal vote of 2/3 of the Board of Directors.

(b) Expulsion. Except for failure to pay dues, no member may 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 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. The Board of Directors may choose to waive unpaid dues under special circumstances.

IV – BOARD OF DIRECTORS

1. General Powers. The property, affairs, and business of the Chapter shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Chapter and to committees such powers as are provided in these Bylaws.

2. Membership. The Board of Directors, by majority vote, shall determine the number of Directors which shall be an odd number no more than 21 or less than 9, including the President, Vice President, Treasurer, Secretary, and Immediate Past President of the Chapter. Composition of the Board of Directors shall be in accordance with the State Chapter Affiliation Agreement with ITS AMERICA (refer to Section VIII) and include the ITS America Liaison as an ex-officio, non-voting member. The Board shall seek to have a balanced representation from the public, private and academic sectors.

3. Qualifications. At all times the President and all of the Board of Directors must be drawn from organizations that are members in good standing of ITS Maryland. The President must also be drawn from an organization in good standing with ITS America.

4. Terms. The Directors shall serve terms of three (3) years to be staggered such that all terms shall not expire in the same year, to begin on the first day of January and end on the last day of December to match the Chapter's fiscal year as defined in Section XII - Fiscal Year. To provide for a smooth transition with the current Board of Directors, the newly elected directors will begin to serve at the close of the Annual Chapter Meeting at which their election is announced even though they will not assume official responsibilities until the start of the new term.

5. Election. The Directors shall be elected by official ballot of the membership and announced at the Annual Chapter Meeting as defined in Section VI - Elections.

6. Removal. A director may be removed from office for failure to perform duties as required for their position by a two-thirds vote of the Board of Directors at a duly held meeting.

7. Resignation. A Director may resign from the Board of Directors by written notice to the Board's 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's President.

8. Vacancies. Any vacancy on the Board of Directors will be filled by the Board of Directors. The vacancy shall be filled by a majority vote of the members of the Board. The vacancy may be filled by a new representative of the member organization that is vacating the position or a new representative of any other member as classified under Section III,1 of these Bylaws.

(a) Change of Employment. This subsection applies in the event a Board representative changes employers. To maintain Board membership, the Board representative shall confirm or re-establish membership in ITS Maryland within 60 days of separation from their previous employing organization.

(b) Expired Membership. This subsection applies in the event a Board representative's membership expires. To maintain Board Membership, the Board representative shall re-establish membership in ITS Maryland within 60 days of receiving notification that their membership has expired.

9. Meetings.

(a) The President shall serve as Chairman of the Board and 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 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. The notice shall state the purpose or purposes for which the meeting is called.

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. Virtual attendance (via conference call or a video system) shall constitute presence for the purpose of a quorum.

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, then by these Bylaws, or by Robert's Rules of Order.

12. Informal Action. Any action required to be taken at a meeting of the 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 electronic mail, setting forth the action so taken, shall be signed or transmitted by a majority of Directors.

V - OFFICERS

1. The officers of the Chapter shall be a President, a Vice President, a Treasurer, a Secretary, and the Immediate Past President. The number of officers required to be members of ITS AMERICA shall be consistent with the requirements of the State Chapter Affiliation Agreement with ITS AMERICA.

2. Election. Each officer of the Chapter (other than the Immediate Past President) shall be elected by the members for a one-year term of office, and may not serve more than two consecutive terms in each office. The terms of the officers of the Chapter shall begin on the first day of January and end on the last day of December to match the Chapter's fiscal year as defined in Section XII - Fiscal Year. The Immediate Past President shall take office upon expiration of his term of office as President and shall continue until succeeded. To provide for a smooth transition with the outgoing officers, the newly elected

officers will begin to serve at the close of the Annual Chapter Meeting at which their election is announced even though they will not assume official responsibilities until the start of the new term.

3. Resignation. An officer may resign by written notice to the Board of Directors 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's President.

4. Removal. An Officer may be removed from office for failure to perform duties as required for their position by a two-thirds vote of the Board of Directors at a duly held meeting.

5. Vacancy. A vacancy in any office (except the President), whether because of the membership's failure to elect any officer, resignation, removal, disqualification, or death, shall be filled by the Board of Directors for the unexpired portion of the term. The vacancy shall be filled by a majority vote of the members of the Board. The vacancy may be filled by a new representative of the member organization that is vacating the position or a new representative of any other member as classified under Section III,1 of these Bylaws.

(a) Change of Employment. This subsection applies in the event an Officer changes employers. To maintain Board membership, the Officer shall confirm or re-establish membership in ITS Maryland within 60 days of separation from their previous employing organization. The qualification for the President to be a member in good standing with ITS America shall be waived.

(b) Expired Membership. This subsection applies in the event an Officer's membership expires. To maintain Board Membership, the Officer shall re-establish membership in ITS Maryland within 60 days of receiving notification that their membership has expired. The President shall not be required to re-establish membership in ITS America if that membership has expired.

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; 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 to the office of President and such other duties as may be prescribed by the Board of Directors.

7. Vice President. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President shall perform such other duties as may from time to time be prescribed by the Board of Directors or the President. The Vice President shall serve as the Chair of the Annual Chapter Meeting Committee. In addition, the Vice President shall be responsible for the oversight of the membership roster, sustaining membership and shall serve on the Membership Committee.

8. Treasurer. The Treasurer shall keep correct and complete records of account, 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 deposit all funds of the Chapter into a bank or other depository approved by the Board of Directors, and shall keep such bank account in the name of the Chapter. The Treasurer shall also be responsible for filing annual assessment and taxation forms as required on behalf of the Chapter. At each Board Meeting or 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 serve as the Chair of the Budget and Finance Committee.

9. Secretary. The Secretary shall give notice and attend all meetings of the Chapter; shall be responsible for recording and keeping meeting minutes; shall keep all non-financial records of the Chapter; and shall perform all other duties assigned by the President of the Board of Directors. The Secretary shall be responsible for managing administrative services including administrative service contracts.

10. Immediate Past President. The Immediate Past President shall serve in an advisory capacity in order to ensure continuity, provide such assistance as may be required by the President, as well as serve as Chair of the Awards, Nominating, and Scholarship Committees. The Immediate Past President shall be a member of the Board with full voting rights.

11. Compensation of Directors. Directors shall not be compensated for serving on the Board, but ITS Maryland may reimburse Directors for documented reasonable expenses incurred in the performance of their duties to ITS Maryland.

VI - ELECTIONS

1. Nomination Procedure. The Immediate Past President shall appoint a nominating committee which shall submit its report in writing to the Board of Directors. All other nominations with the exception of write-in candidates must be in writing or electronic mail by members and submitted to the nominating committee no later than 60 days prior to the Annual Chapter meeting. The nominating committee shall review all nominations and verify that each nominee is a member in good standing and has paid all fees owed to the Chapter.

2. Election Procedure. An official ballot shall be sent to each member eligible to vote no later than 45 days prior to the Annual Chapter meeting. To qualify for tally, each member's votes on an official ballot must be received in person, writing or e-mail no later than five (5) days before the Annual Chapter meeting. Any issues of special concern regarding the tally of ballots will be reviewed and decided by the nominating committee. The decision of the nominating committee is final. The election results shall be announced at the Annual Chapter meeting. The candidate for each office receiving the highest number of votes will be elected.

VII – 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. Additional standing committees may be established by action of the Board of Directors.

2. Chairs. All chairs of committees shall be appointed by action of the Board of Directors. Appointment of committee members is at the discretion of the committee chairs.

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 designating a committee, a majority of the whole committee 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 the Bylaws or with rules adopted by the Board of Directors.

VIII – STATE CHAPTER AFFILIATION

1. Affiliation. Whereas ITS Maryland and ITS America recognize the need for and desire to promote their mutually charitable, educational and scientific purpose, both parties hereby agree to be legally bound by the terms and conditions with respect to the ITS America State Chapter Affiliation Agreement in effect as of April 12, 2013 and continues ongoing unless terminated in writing by either party.

2. State Chapter Representative. The President shall recommend to the Board of Directors for their approval a member of the Chapter to serve as the State Chapter Representative to the State Chapters Council of ITS America. Any representative so designated shall come from organizations with national membership in ITS America.

There is an expectation that the term of the State Chapter Representative will be a multi-year one not to exceed 3 years with a possibility of re-appointment in order to provide a sufficient degree of continuity and effectiveness in working with the other representatives of the other state chapters. However, each new President may review that appointment and recommend to the Board of Directors the appointment of a new State Chapter Representative. Due to the fact that most in-person meetings of the State Chapters Council take place outside of Maryland and that the State Chapter Representative may have difficulty being able to attend a particular such meeting, an ad hoc alternate representative may be suggested in advance of that meeting by the State Chapter Representative to the President for awareness and approval. Some special meetings of the State Chapters Council require payment of a fee, in which case the State Chapter Representative can request reimbursement from the Treasurer. The expense of travel to such special meetings will generally be the responsibility of the State Chapter Representative or of their organization, except in special circumstances, when the State Chapter Representative may request in advance of such special meeting approval by the Board for reimbursement of reasonable and appropriate travel expenses.

3. ITS American Liaison. The President and the Board of Directors shall accept the President of ITS America or his/her designee as an ex-officio, non-voting member of and formal liaison to the Board of Directors.

IX – STUDENT CHAPTERS

An ITS MD Student Chapter may be organized at a member educational institute of higher learning. Student members shall elect the student chapter President who will act as liaison to the state chapter. ITS MD will provide reasonable support, with Board of Director approval, and guidance for planned ITS meetings and activities. ITS MD will offer special consideration to participate in state chapter activities including the Annual Chapter Meeting.

X - FINANCES

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. Payments in excess of \$2,000 shall be approved by the Treasurer and one officer or agent as designated by the Board of Directors.

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 devise for the general purposes or for any special purpose of the Chapter.

XI - 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 authority of the Board of Directors.

XII - FISCAL YEAR

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

XIII - SEAL

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

XIV - LIMITATION ON CHAPTER ACTIVITIES

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

XV - 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 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.

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 volunteer of the Corporation, whether or not the Corporation would have the power to indemnify the Eligible Person against that liability under law.

XVI - PROCEDURE

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

XVII - AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, repealed, and new Bylaws may be adopted by the affirmative vote of two-thirds of a quorum of members as defined in Section III, 5(e) who are present at a meeting called for that purpose, if at least thirty (30) days' written notice, setting forth the proposed changes, is given of intention to alter, amend, or repeal, or adopt new Bylaws at such meeting.