



**Bylaws of the
Intelligent Transportation Society of New
Mexico**

A Chapter of ITS America

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I. MISSION AND PURPOSE

1.1 Mission. The mission of ITS New Mexico is to foster the application of ITS solutions in New Mexico by encouraging innovative ideas, supporting public-private partnerships, advocating ITS deployment, offering guidance to governmental decision makers, and encouraging interest and support of ITS in our State.

1.1.1. Purpose and Goals. The Intelligent Transportation Society of New Mexico (ITS New Mexico), a State Chapter of ITS America (hereinafter “Chapter”), 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 plans and programs to reduce motor vehicle and mass transit 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 State of New Mexico.

II. MEMBERS

2.1 Classes. There shall be three (3) classes of membership: Organizational, Individual, and Student Members.

2.1.1 Organizations. Organizational Memberships are open to companies, corporations, associations, governmental agencies, universities, colleges, nonprofit organization, and other organizations interested in advancing the purposes of the Chapter. Organizational Members may designate up to five (5) individuals to be “participating members” of the Chapter. Additional individuals may, upon payment of additional fees established by the Board of Directors, participate in Chapter activities as “additional participating members.”

2.1.2 Individuals. Individual Memberships are open to any person who is interested in advancing the purposes of the Chapter, but is not employed by an Organizational Member.

2.1.3 Students. Student Memberships are open to any full-time student who is interested in advancing the purposes of the Chapter, as long as they are attending a college, university, or other institution of higher learning in the State of New Mexico.

2.2 Eligibility.

2.2.1 Organizations desiring to become members of the Chapter should have business in New Mexico. Organizations also constitute any professional, technical, or trade association, society, or other such organization whose mission and purpose complements those of ITS New Mexico, and who mutually agree with ITS New Mexico to form a cooperative relationship. Any ITS America member organization that wishes to join ITS New Mexico may do so regardless of their home base.

2.2.2 Individuals desiring to join the Chapter may apply to join if their employer is not a member, or if they have no employer eligible for membership.

2.2.3 Students desiring to join the Chapter shall provide a current valid student identification card or other documentation to the Membership Chairperson that demonstrates that the individual is currently enrolled in a College, University, or other institution of higher learning in the State of New Mexico.

2.3 Applications. Any individual, organization, or student desiring to become a member of ITS New Mexico must apply on forms approved and supplied by ITS New Mexico. For organizations, applications must include names, mailing address, email, phone and fax numbers of chapter representatives and those appointed to vote. Applications must be accompanied by the initiation fee and dues required for the first year of membership. Applications for membership or affiliation shall be approved or denied consistent with the requirements of the State Chapter Affiliation Agreement with ITS America, or other rules issued by ITS America, and policies approved by the Chapter Board of Directors.

2.4 Voting Rights of the Members.

2.4.1 Each Organizational Member is entitled to have up to five (5) participating members vote at meetings of the membership. Each participating member attending shall have one vote in all matters to be voted on by the members. Each Organization shall have no more than five voting members.

2.4.2 Each Individual Member shall have one vote on all matters to be voted on by the members.

2.4.3 Only Members in good standing shall be eligible to cast a vote.

2.4.4 Student Members shall be able to participate in Chapter activities, but shall have no voting rights.

2.5 Membership Dues.

2.5.1 Amounts. The Board of Directors shall establish the amount of any annual membership fee, or other charges required to be paid by Members. The amount of such annual membership fee or other dues shall be set forth in a resolution adopted at any regular meeting of the Board, and such resolution shall be affixed to these bylaws as Appendix A, which may be amended from time to time by the Board.

2.5.2 Delinquency. Members whose dues are more than ninety (90) days in arrears are not “members in good standing” and may not vote or receive member benefits. In order to reinstate good standing after 90 days, all membership fees and dues must be brought current.

2.6 Membership Meetings.

2.6.1 Annual meeting. There shall be an annual meeting of the membership of the Chapter, to be held at a time and place to be determined by the Board of Directors, to conduct or consider elections of members of the Board of Directors and officers, receive reports of the officers, and consider questions of general policy.

2.6.2 Special meetings. A special meeting 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.

2.6.3 Notice. The Secretary-Treasurer of the Chapter (or Executive Director, acting on direction of the Secretary-Treasurer) shall notify all Members of the Chapter of each meeting by first-class mail, fax, and/or e-mail, sent to each individual at his/her address in the records of the Chapter not more than sixty (60) days nor less than fifteen (15) 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. Notice of all meetings shall also be provided to ITS America.

2.6.4 Quorum. The presence in person of twenty-five percent (25%) of the Members of the Chapter shall constitute a quorum for the transaction of the business at any meeting of the membership.

2.6.5 Votes by mail. Votes of the membership may be conducted by mail, fax, e-mail, and/or via the web using an election website. Ballots received must satisfy the twenty-five percent (25%) quorum requirement.

2.7 Termination of membership or affiliation.

2.7.1 General rule. Membership or affiliation in the Chapter shall terminate upon the written resignation of a Member; upon termination for failure to pay dues; or upon expulsion from the Chapter only for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter.

2.7.2 Expulsion. Except for failure to pay dues, no Member, Association, or Affiliate 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.

2.7.3 Forfeiture. Upon termination of membership or affiliation in the Chapter, any and all rights and privileges of membership or affiliation, and any interest in the property or other assets of the Chapter, shall be forfeited by the Member desiring to associate with the Chapter

2.7.4 Liability for dues. Termination of any membership or affiliation shall not relieve the former Member desiring to associate with the Chapter, from liability for any unpaid dues or other duly assessed fees. No former Member desiring to associate with the Chapter, having any outstanding charges for unpaid dues or fees, shall be re-admitted to membership or affiliation without payment of those amounts.

2.8 Sponsors. The Board of Directors shall establish levels of sponsorship, the fees for each level of sponsorship, and the benefits provided to the sponsors at each level by resolution adopted at any regular meeting of the Board, and such resolution shall be affixed to these bylaws as Appendix B, which may be amended from time to time by the Board. Sponsors shall not have any voting rights, but will be allowed to attend the annual meeting and any other meeting of members as set forth in Appendix B.

III. BOARD OF DIRECTORS

3.1 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 for in these Bylaws, except for expulsion of a Member or a Director. The Board shall endeavor to have a balanced representation from the public, private, and academic sectors, and may promulgate regulations from time to time in developing a balanced Board.

3.2 Membership.

3.2.1 Number. The number of Directors shall be five (5) including the Immediate Past President, the ITS Bureau Chief, A Regional Planning Seat, and two at large positions. The Board shall strive for a balanced representation from the public, private and academic sectors.

3.2.2 Qualifications. Each board member shall be a member of ITS New Mexico or the designated representative of a member. The organization shall strive to have the Immediate Past President and a majority of the Board of Directors drawn from organizations that are members in good standing of ITS America.

3.3 Terms. The elected Directors shall serve terms of two (2) years to be staggered with at least two positions set for election each year. Each newly elected Director shall begin their term 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.

3.4 Election. The elected Directors shall be elected by ballot of the membership at the annual meeting, or by mail, fax, e-mail ballot, and/or via the web using an election website.

3.5 Chairman. The chairman of the Board of Directors presides over the meetings of the Board and Chapter. The Past President will serve as the Chairman. If the incoming Past President chooses to delegate this role, at the first meeting of the Board of Directors following their election, the time and place of which shall be set by the incoming Past President, the members of the Board of Directors may elect another board member to serve as Chairman of the Board.

3.6 Voting Rights. All Board members have the right to vote on all matters brought before the Board of Directors and the membership.

3.7 Resignation. A Director may resign from the Board of Directors by written notice to the Board Chairman. 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 Chairman.

3.8 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, or by mail, fax, and/or e-mail ballot.

3.9 Vacancies. Any vacancy among voting members of the Board of Directors may be filled by appointment by the Board of Directors until the next annual election.

3.10 Meetings.

3.10.1 The Chairman shall set the time and place of the regular meetings of the Board. Board meetings may be conducted in person, by teleconference, and/or by Web conference. Participation in any meeting by teleconference and/or by Web conference shall constitute “presence” at the Board meeting.

3.10.2 Special meetings of the Board of Directors may be called by either the Chairman or upon the written request of any three (3) Directors. The Chairman or Directors who called the meeting shall fix the time and place of any special meeting.

3.11 Notice. Notice of the regular meetings of the Board of Directors shall be given at least thirty (30) days before the meeting by the Secretary (or the Executive Director, acting on direction of the Secretary-Treasurer). Notice of any special meeting of the Board of Directors shall be given at least three (3) calendar days before the meeting by the Secretary-Treasurer (or Executive Director). In both cases, the notice shall be in writing and delivered personally, sent by overnight mail, facsimile, or electronic mail to each Director at his address as shown by the records of the Chapter. The business to be transacted at any special meeting of the Board of Directors must be specified in the notice of such meeting.

3.12 Quorum. The presence of a simple 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.

3.13 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.

3.14 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, setting forth the action so taken, is signed all of the Directors (e-mail messages from Directors shall be considered as “signed”).

IV. OFFICERS

4.1 Officers. The officers of the Chapter shall be a President, a Vice-President, a Secretary-Treasurer, and the Immediate Past President. At least half of the officers shall be members of ITS America. The Representative(s) to the ITS America State Chapters Council shall be appointed by the Board of Directors from among the officers, Directors or Executive Director.

4.2 Qualifications. At all times the majority of Officers must be drawn from organizations that are members in good standing of ITS America. Student Members are not eligible to serve as officers.

4.3 Election. Each officer of the Chapter (other than the Immediate Past President) shall be elected by the members for terms of office as defined below, and may not serve more than one consecutive term in each office.

4.3.1 The President, Vice-President and Secretary-Treasurer shall be elected for one (1)-year terms.

4.3.2 The Immediate Past President shall take office for one (1) year upon the expiration of his or her term of office as President.

4.3.3 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.

4.3.4 The Representative to the ITS America State Chapters Council shall be appointed by the Board of Directors for a term consistent with ITS America policy, and consistent with his or her elected or appointed term as an officer, Director, or Executive Director.

4.4 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.

4.5 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, or by mail, fax, and/or e-mail ballot.

4.6 Vacancy. A vacancy in any office, whether because of the membership's failure to elect an officer, resignation, removal, disqualification, incapacitation, or death, shall be filled by appointment by the Board of Directors for the unexpired portion of the term.

4.7 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 is also Program Director for all general meetings of the membership and shall coordinate the scheduling, agenda, and liaison to co-sponsoring group(s) for the meetings. 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. The President is also the Council Representative and shall make calls to ITS America's National Council from time to time, as requested.

4.8 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 shall be the certain of these duties may be delegated to persons assigned as chairpersons

of appropriate committees. The Vice-President shall perform such other duties as may from time to time be prescribed by the Board of Directors or the President.

4.9 Secretary-Treasurer. The Secretary-Treasurer shall give notice, prepare the agenda, attend all meetings of the Chapter, keep all financial and non-financial records of the Chapter, keep correct and complete records of account, showing accurately at all times the Chapter's financial condition and shall perform all other duties assigned by the President and/or the Board of Directors. The Secretary-Treasurer shall record minutes of all meetings of the Board of Directors and general business meetings of the Chapter and distribute them no more than seven (7) days after the meeting and to ITS America within 30 days from the meeting. The Secretary-Treasurer (or the Executive Director, acting on direction of the Secretary-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 Secretary-Treasurer (or the Executive Director, acting on direction of 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 Secretary-Treasurer (or the Executive Director, acting on direction of the Secretary-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. Upon election, the new Secretary-Treasurer shall plan a budget for the upcoming year. The Board may delegate certain of these duties and responsibilities to other agent(s) of the Chapter. The Secretary-Treasurer may delegate certain administrative responsibilities to the Executive Director or other agent(s) of the Chapter.

4.10 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.

4.11 Representative to the ITS America State Chapters Council. The Representative to the ITS America State Chapters Council shall be the Chapter's liaison and official representative to the national organization. He or she may act on behalf of the Chapter, but shall use due diligence in obtaining either Board of Directors' or general membership's position on substantive issues. Representative to the ITS America State Chapters Council shall be a Director.

V. ELECTIONS

5.1 Nomination Procedure. Prior to each election, the Board of Directors shall appoint no less than three persons from the membership, the Chair of which must be a member of the Board, to serve on the nominating committee. The Nominating Committee will nominate new (or continuing) members of the Board and Officers for the following term. All nominations must be in writing and submitted to the Board of Directors. The Board of Directors shall review all nominations and the Chair of the committee shall verify that each nominee's employer is a member in good standing and has paid all fees owed to the Chapter.

5.2 Election Procedure. Elections shall be held at the annual membership meeting or by mail, fax, and/or e-mail ballot, as determined by the Board of Directors. The candidate for each office or directorship receiving the highest number of votes will be elected.

VI. EXECUTIVE DIRECTOR

6.1 Purpose. The Board of Directors may appoint an Executive Director of the Chapter, who, if appointed, shall be the chief administrative agent for the Chapter, officers, and Board of Directors.

6.2 Appointment and Term. The Executive Director appointed by the Board of Directors and his/her term shall remain in effect until terminated by the Board of Directors or by resignation of the Executive Director.

6.4 Duties. The Executive Director shall be typically responsible to:

6.4.1 Serve the membership and Board of Directors in any administrative duties assigned by the Board of Directors.

6.4.2 Maintain the books, records, and bank accounts of the Chapter.

6.4.3 In close coordination with the Secretary-Treasurer, arrange for and determine agendas for all normal and special meetings of the Chapter and the Board of Directors.

6.4.4 In close cooperation with the Secretary -Treasurer, complete all filings of tax-related filings and reports on behalf of the Chapter and maintain the financial records of the Chapter.

6.4.5 Arrange for all mailings of Chapter materials to the membership and to ITS America.

6.4.6 Serve as an ex-officio, non-voting member of the Board of Directors, unless duly elected as a Director at Large; however, the Executive Director is prohibited from serving as an officer of the Chapter.

VII. COMMITTEES

7.1 Authority. The President may designate such ad hoc committees as are considered to be necessary to carry out the purposes of the Chapter. The Budget and Planning Committee and the Marketing Committee are established in this Article VII of these bylaws. Additional Standing Committees may be established by action of the Board of Directors.

7.2 Chairs. The President shall appoint all chairs of committees, who must be representatives of Members or Associations of the Chapter.

7.3 Membership. Any Individual Member or representative of an Organizational Member of the Chapter may sit on a committee and may vote on matters pertaining to the

committee. With approval of the President for good cause, Student Members and non-chapter members may be appointed to membership of a committee.

7.4 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.

7.5 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 these Bylaws or with rules adopted by the Board of Directors.

7.6 Budget and Planning Committee. The Budget and Planning Committee shall be chaired by the Vice President. Additional Committee members shall be selected by the chairperson. The Budget and Planning Committee shall prepare the budget for the Chapter, prepare an annual report for the Board of Directors, and coordinate the planning and organizing of all Chapter conferences, symposiums, panel discussions, exhibits, speaker events, and all other Chapter activities. The Budget and Planning Committee will provide recommendations on dues and sponsorship structure to the Board of Directors. This Committee will strive to ensure that the Chapter raises sufficient funds to enable the Chapter to sponsor a reasonable number of varied events consistent with the Chapter mission and covering all areas of the State.

7.7 Marketing Committee. The President shall appoint a chairperson for the Marketing Committee. Additional Committee members shall be selected by the chairperson. The Marketing Committee shall be responsible to the dissemination of information to, and the encouragement of public participation in ITS technologies, Chapter activities and events. This Committee shall maintain the official Chapter roster and status of each member, including contact information, implement appropriate recruitment campaigns, prepare and mail all newsletters, oversee the Chapter's website, and determine appropriate marketing campaigns to promote the Chapter's mission in all areas of the State. This Committee shall advise the Board on issues pertaining to logos, letterhead, business cards, trademarks and copyrights, and the chairperson shall stay in regular contact with ITS America in coordinating these efforts.

VIII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

8.1 Contracts. The Board of Directors shall authorize any officer or agent of the Chapter, in addition to the Executive Director, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter. Such authority may be general or confined to specific instances.

8.2 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 the Secretary-Treasurer (or the Executive Director, acting on direction of the Secretary-Treasurer), or in their absence, by such officer or agent of the Chapter and in such manner as shall from time to time be determined by the Board of Directors.

The Executive Director, or other agent(s) assigned by the Board, shall be authorized to approve payments, and sign checks, on the ITS New Mexico bank account(s) for ordinary payments of invoices and other similar instruments as follows:

8.2.1 Any invoice or otherwise owed amount for any legitimate ITS New Mexico purpose up to an amount of \$200.

8.2.2 Any invoice from vendors for services to, or on behalf of, ITS New Mexico that have been approved by the Board of Directors (such as, but not limited to, printing, mailing, non-profit organization filings and legal fees) up to an amount of \$2000; however, the Executive Director or agent shall inform the Secretary-Treasurer of such payments in a timely manner.

All other payments must be approved by the Secretary-Treasurer, or President in the Treasurer's absence, prior to the Executive Director or agent signing the checks (e-mail, fax or mailed authorization are all acceptable).

8.3 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 Secretary-Treasurer may select with the approval of the Board of Directors.

8.4 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.

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. The Executive Director, or other agent(s) assigned by the Board, shall keep such books and records at the home of record of the Chapter.

X. FISCAL YEAR

The fiscal year shall be calendar year, January through 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.

XIII. INDEMNIFICATION

13.1 Any present or former Director, officer, Executive Director, 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, Executive Director, employee, or agent, to the extent authorized by the Board of Directors, where and when the same is not prohibited by state law or regulation. 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.

13.2 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 may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of a majority of the Members, provided that at least sixty (60) days' written notice, setting forth the proposed changes, is given of intention to alter, amend, repeal, or to adopt new Bylaws, by written mail, fax, and/or e-mail ballot. Such notice shall also be provided to ITS America in accordance with the State Chapter Affiliation Agreement.

ATTEST:

The undersigned, a member of the Initial Board of Directors of ITS New Mexico, attests that the initial Board of Directors adopted the above Bylaws at the corporation's organizational meeting of Board members held in conformance with the New Mexico Nonprofit Corporation Act.

DATED _____, 2011, in _____, New Mexico.

[Signature]

[Print Name]

[Title]

Approved by ITS America

[Signature]

[Print Name]

[Title]

APPENDIX A

Annual Membership Fees & Other Dues

Annual Membership Fees:

1. Organizations = \$200.00
2. Individuals = \$20.00
3. Students = \$10.00

Other Dues:

None.