



**SAFER ROADS SAVE LIVES**

# **CHESAPEAKE CHAPTER BYLAWS**

March 2, 2017



## **Chapter Bylaws**

### **Chesapeake Chapter of the American Traffic Safety Services Association, Inc.**

March 2, 2017

#### **ARTICLE I. NAME**

The name of the chapter shall be The Chesapeake Chapter of the American Traffic Safety Services Association, Inc. The Chesapeake Chapter will be referred to in these Bylaws as “the Chapter.” The American Traffic Safety Services Association will be referred to in these Bylaws as “ATSSA”.

#### **ARTICLE II. HEADQUARTERS**

The Board of Directors of the Chapter shall designate the location of the principal office of the Chapter, which shall be located within the geographic territory of the Chapter as defined in the Chapter Affiliation Agreement between the Chapter and ATSSA (the “Territory”). Currently residing in Dover, Delaware.

#### **ARTICLE III. PURPOSE AND ACTIVITIES**

##### **Section 1.**

The purpose of the Chapter is to promote the best interests of the member firms that provide roadway safety devices, materials and services to governmental agencies and private industry within the Territory. Member firm interests will be promoted in the following manner by:

- a) Establishing a central organization in the Territory through which lawful undertakings of the industry in the Territory may be conducted effectively by cooperative effort.
- b) Collecting and disseminating data and statistics which are of value to the Chapter's membership.
- c) Educating the general public in the identification and understanding of roadway safety devices and respect for the importance of these devices to the safety of the public.
- d) Creating new markets and enlarging current markets through promotional programs, public relations, and legislative activities.

- e) Discussing, studying, promulgating and advocating the adoption of technical standards or specifications for selection, use, placement, and control and servicing of traffic control and safety devices.
- f) Establishing and maintaining appropriate liaison with state and local government agencies and legislative bodies and related trade associations and other organizations to further the best interests of the Chapter members and to improve traffic control and safety.
- g) Performing activities that enhance roadway safety within the Territory.
- h) Promoting the goals and objectives of ATSSA.

Section 2.

The Chapter's activities shall be consistent with the purposes and activities of ATSSA.

**ARTICLE IV. MEMBERSHIP**

Section 1. Classes of Membership

Every member of the Chapter must also be a member of ATSSA and must be current in the payment of dues, assessments or other payments to both the Chapter and ATSSA. Classes of membership in the Chapter shall mirror those of ATSSA and shall consist of the following:

**Full Member:** To qualify as a Full Member, a firm, company or business entity must have an office in the Territory, must derive its revenues from business operations conducted in the Territory from one or more of the following activities, and at least 50% of these revenues must be from sources other than parent or affiliated companies: installation, rental and/or servicing of temporary traffic control zones; installation, maintenance or removal of pavement markings; installation, maintenance or sales of traffic signs; manufacture or supply of traffic control devices, roadway safety features and/or related materials; installation and/or maintenance of roadside safety features.

**Associate Member:** To qualify as an Associate Member of this association, a person must be a self-employed individual who provides professional services to the roadway safety industry or transportation agency, or must be a firm that as its primary business is a provider of roadway safety services and devices or must provide professional transportation engineering, planning and design services to the government agencies and/or private industry. Associate Members must not qualify under any other membership category.

**Instructor Member:** To qualify as an Instructor Member, a person must have a current instructor certificate from ATSSA and must not qualify under any other membership category.

**Public Agency Member:** To qualify as a Public Agency Member, an entity must be a public agency at the federal, state, county or local level, a utility company, or a college/university and must not be eligible for membership in a Full member category; or an individual must be either a full-time or retired employee of a public agency at the federal, state, county or local level, or a full-time or retired employee of a utility company or college/university and must not be an employee of or have a fiduciary or pecuniary interest in any legal entity which is eligible for membership in any other category.

**Manufacturer's Representative Member:** To qualify as an individual Manufacturers Representative Member, a person must be a self-employed individual and must represent, but not stock or distribute, the products of at least one (1) ATSSA member firm, company or business entity. To qualify as a Manufacturer's Representative Firm Member of this association, a Firm must represent, but not stock or distribute, the products of at least one (1) ATSSA member firm, company or business entity. The maximum number of a Firm's individual representatives or partners to be included and eligible for ATSSA member benefits as part of the Manufacturer's Representative Firm is five (5).

**Life Member:** To qualify as a Life Member, a person must be fully retired from active business, have been an active ATSSA member for at least ten (10) years, and must be approved as a Life Member by the ATSSA Board of Directors. A Life Member may also be a fully retired ATSSA staff person who served on the ATSSA staff for at least ten (10) years and who is approved as a Life member by the ATSSA Board of Directors.

**Retiree Member:** To qualify as a Retiree Member, a person must be fully retired from active business and have been previously employed by an ATSSA-eligible entity at the time of retirement.

## Section 2. Voting

Each Full Member, Associate Member, Manufacturers Representative Member, Life Member, and Retiree Member is entitled to one (1) vote in the affairs of the Chapter.

Each Public Agency will be entitled to one (1) vote.

No other classes of members shall have voting rights in the affairs of the Chapter. Eligible voting members may vote by proxy. ATSSA will provide the Chapter, upon request, with a current membership roster.

## Section 3. Non-liability of Members

A member of the Chapter shall not be personally liable for the debts, obligations, or liabilities of the Chapter. Chapters are obligated to follow guidelines set forth in the ATSSA National Chapter Management Guide.

# **ARTICLE V. DUES AND ASSESSMENTS**

## Section 1. ATSSA Membership Dues

All ATSSA membership dues will be remitted annually to ATSSA. Dues paid to ATSSA shall be set and determined by ATSSA's Board of Directors. Dues shall become due on such date as determined by ATSSA's Board of Directors. Upon receipt by ATSSA of the Chapter's W-9 showing filing of the Chapter's corporate tax documents, as required by the State, a portion of the dues collected from Chapter members may be remitted back to the Chapter on a yearly basis as determined by the ATSSA Board of Directors.

## Section 2. ATSSA Membership Dues Renewal and Nonpayment

All dues and delinquency notification shall be conducted by ATSSA. All ATSSA members are eligible to participate in Chapters.

## Section 3. Chapter Assessments and fundraising activities

The Chapter may assess its members for specific projects or programs the members deem necessary. Such special assessment shall be approved or ratified by the voting members. The Chapter may conduct other fundraising activities as it deems appropriate.

## Section 4. Resignation

Any member may resign from the Chapter at any time by transmitting written notice of such resignation to ATSSA. Resignation from ATSSA shall constitute resignation from the Chapter, as well. Any chapter assessment previously paid shall be forfeited.

# **ARTICLE VI. MEETINGS**

## Section 1. Chapter Meetings

A minimum of two chapter meetings per year shall be held, one serving as the annual Chapter meeting. At the annual meeting, reports of the affairs of the Chapter shall be considered and any other appropriate business may be transacted.

## Section 2. Special Meetings

The Chapter President or Board of Directors may call special meetings of the chapter. Notice of any special meeting shall be communicated to each member at the member's last recorded email address at least thirty (30) days in advance of the meeting with a statement of the time and place of the meeting and with information as to the subject or subjects to be considered at the meeting.

## Section 3. Quorum

10 percent of the voting membership must be present, in person or by proxy, at Chapter meetings to constitute a quorum for conducting the business of the Chapter. Measures and matters of this Chapter which are required to be submitted to a vote of the voting members may be adopted only after receiving an affirmative vote of a majority of the voting members present in person or by proxy at a meeting at which a quorum is present.

## Section 4. Order of Business

The order of business at membership meetings shall be as directed by the President. The usual parliamentary rules as described in the latest edition of *Robert's Rules of Order*, newly revised, shall govern all deliberations when not in conflict with these bylaws.

## **ARTICLE VII. CHAPTER BOARD OF DIRECTORS**

### **Section 1. Responsibility**

The Chapter Board of Directors shall have supervision, control and direction of the affairs of the Chapter; shall determine its policies or changes therein within the limits of the applicable law and the Chapter's articles of incorporation and bylaws; shall actively execute its purposes; and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of the Chapter's business as shall be determined advisable, and may in the execution of the powers granted, appoint such agents as it may consider necessary.

### **Section 2. Board of Directors Composition**

The Board of Directors shall consist of a minimum of three (3) directors and a maximum of five (5) directors. If the Board consists of three (3) persons, the President, the President-Elect and one other voting individual shall serve as directors.

The Chapter Immediate Past President shall serve on the Board as a non-voting director.

### **Section 3. Directors Eligibility**

A director must be a Chapter member in good standing as a Full Member, Associate Member, Manufacturers Representative Member, Life Member, Public Agency Member or Retiree Member. No more than two (2) representatives of a member firm or company may serve concurrently on the Chapter Board. If the Chapter has voted to allow Public Agency Members to vote in the affairs of the Chapter, the Agency may be represented on the Chapter board in positions other than President or President-Elect with no more than one (1) from the same agency serving concurrently.

### **Section 4. Term of Service**

The directors shall serve a two-year term, with the appropriate number of directors being elected each year. No person may serve more than two (2) consecutive two-year terms.

### **Section 5. Vacancies**

With the exception of the President-Elect, the Board of Directors shall fill any vacancy that may occur on the Board and the person or persons so appointed may serve until the next annual meeting of the voting members. Any vacancy in the office of President Elect shall be filled by the voting members.

## Section 6. Resignation and Removal

Any director may resign at any time by giving written notice to the President or Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or the Board.

The President, President-Elect, or any other director may be removed for cause by two-thirds (2/3rds) of the voting members at any regular or special meeting at which a quorum is present.

## Section 7. Meetings of the Board of Directors

Meetings of the Board, regular or special, may be held upon not fewer than seven (7) days' notice to each director.

## Section 8. Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of business. The act of the directors present at a meeting at which a quorum is present shall be the act of the Board.

## Section 9. Action Without Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken.

## Section 10. Participation by Means of Communications Equipment

Any one or more directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## Section 11. Absence

Any director who is unable to attend a meeting shall, prior to the meeting, communicate with the President or President-Elect, stating the reason for his/her absence. If a director is absent from two (2) consecutive meetings for reasons which the Board has failed to declare to be sufficient, his / her resignation shall be deemed to have been tendered and accepted.

## Section 12. Compensation

Directors, as such, shall not receive any compensation for their services as directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers.

## Section 13. Voting

Voting at chapter Board meetings may proceed by voice vote, show of hands, or ballot. As deemed appropriate by the Chairperson, voting by the Board may be conducted by electronic means.

## **ARTICLE VIII. OFFICERS**

### **Section 1. Elected and Appointed Officers**

The officers of the Chapter shall be the President, President-Elect, the Secretary and the Treasurer. All chapter officers must be current ATSSA National members in good standing. The elected officer of the Chapter shall be a President-Elect, who shall be elected biennially by the Chapter voting members and shall take office immediately following the election. The President and President-Elect must be a Full Member, Associate Member, Manufacturers Representative Member, Life Member, or Retiree Member of the Chapter.

The Secretary and the Treasurer will be appointed by the Board of Directors at the first regular meeting following the annual meeting of members and shall take office immediately and must be a Full Member, Associate Member, Public Agency Member, Manufacturers Representative Member, Life Member, or Retiree Member of the Chapter.

A director may serve in a dual capacity as a Chapter Secretary, Treasurer, or both, as determined by the Board of Directors.

### **Section 2. Term**

The officers shall serve for a term of two (2) years and shall serve no more than two consecutive two-year terms. The President and President-Elect shall serve one consecutive two-year term, but may serve a second consecutive two-year term if so elected by the Chapter's voting members.

### **Section 3. Vacancies**

If the President cannot fulfill the term, the President-Elect shall fill the unexpired term. If both the President and President-Elect cannot fulfill the unexpired term of the President, the Board shall elect from among themselves a person to fulfill the unexpired term of the President. Vacancies in the office of Secretary or Treasurer may be filled for the balance of the term therein by the Board of Directors at any regular or special meeting. A vacancy in the office of President-Elect shall be filled by the voting members.

### **Section 4. President**

The President shall be the principal executive officer of the Chapter, shall preside at meetings of the Chapter and shall be a member ex-officio, with the right to vote, of all committees except the Nominating Committee. The President shall also, at the time of the annual meeting and at such other times as deemed proper, communicate to the members or the Board of Directors such matters and make such suggestions as may, in their opinion tend to promote the welfare and increase the usefulness of the Chapter, and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors. The President shall ensure the timely filing of the Chapter's Corporate annual tax documents.

### **Section 5. President-Elect**

The President-Elect shall perform the President's duties in the event of the President's temporary disability or absence from meetings, and shall have such other duties as the President may assign. The President-Elect at the time of their nomination must have



served on the Board of Directors within the last four (4) years, unless there are no candidates.

#### Section 6. Treasurer

The Treasurer shall keep an account of all moneys received and expended for the use of the Chapter and shall make disbursements authorized by the Board of Directors. All sums received shall be deposited in the bank(s), or trust company, approved by the Board of Directors, and a report shall be made at the annual meeting or when called upon by the President. Funds may be drawn only upon the signature of the Treasurer or the Chapter can add another officer for signature if desired. The funds, books, and vouchers in his/her possession shall at all times be subject to verification and inspection by the Board of Directors. The same person may perform the office of Secretary and Treasurer.

#### Section 7. Secretary

It shall be the Secretary's duty to give notice of and attend all meetings of the Chapter and keep records of all proceedings, attest documents and perform such other duties as are usual for such an officer or as may be duly assigned. The same person may perform the office of Secretary and Treasurer.

### **ARTICLE IX. ELECTIONS**

#### Section 1. Nominating Committee

The President shall appoint a Nominating Committee consisting of representatives of two (2) or more members, and chaired by the Immediate Past President, at least ninety (90) days prior to the election.

#### Section 2. Nominations

- a. At least seventy-five (75) days prior to the annual meeting of the members, the Nominating Committee shall compile a list of nominations for the following positions:
  - Officers: President Elect (to be elected biennially)
  - Directors: The appropriate number of directors shall be elected each year.
- b. At least sixty (60) days prior to the annual meeting of the members, the nominations shall be transmitted to each voting member of the Chapter together with a statement that nominees other than those selected by the Nominating Committee may be proposed by petition signed by at least ten percent (10%) but not fewer than three of the voting members of the Chapter, who shall have previously secured the consent of the proposed nominee(s). Said petitions must be received at ATSSA headquarters no later than forty-five (45) days prior to the annual meeting.

#### Section 3. Election Procedures

At least forty-five (45) days prior to the annual meeting, the nominations, including those submitted by members in accordance with Article IX, Section 2 above, shall be transmitted by electronic mail, to each voting member of the Chapter with an official

ballot which must be returned to the ATSSA headquarters at least fifteen (15) days prior to the next Chapter meeting.

Fifteen (15) days prior to the annual meeting the balloting will be closed. Ballots received at the ATSSA office after that date will not be counted. The ballots will be counted and the results will be reported to the chairperson of the Nominating Committee.

At the annual meeting the results of the balloting will be reported by the chairperson of the Nominating Committee. The nominees having the largest number of legal votes shall be declared elected. In case of a tie vote, the voting members in good standing present in person or by proxy at the next Chapter meeting shall proceed by written ballot to break the tie.

The results of all elections shall be reported in writing to all members after the annual meeting.

Officers elected shall take office immediately after the election.

## **ARTICLE X. COMMITTEES**

The Board of Directors shall establish such committees as deemed necessary and the Chapter President, with the approval of the Board, may make appointments to such committees.

## **ARTICLE XI. MAIL, FAX OR E-MAIL VOTE**

Whenever a question arises which requires a vote of the voting members, and when it is inexpedient to call a membership meeting for that specific purpose, the President may submit such a matter to the voting membership in writing. Unless otherwise provided in these Bylaws, questions and issues presented in this way shall require a majority vote of the entire voting membership for adoption and shall have the same force and effect as if the issue had been voted on at a membership meeting.

## **ARTICLE XII. FISCAL YEAR**

The fiscal year shall be the same as that of ATSSA, January 1 – December 31.

## **ARTICLE XIII. INDEMNIFICATION**

The Chapter may indemnify an individual director, officer, member or agent of the Chapter or someone who previously served as a director, officer, member or agent of the Chapter to the fullest extent provided by the laws of the State of Delaware. The Board may cause the Chapter to purchase and maintain insurance on behalf of any person described in this Section against any liability asserted against such person and incurred by such person in any such capacity or arising out of such status, whether or not the Chapter would have the power to indemnify such person.

## **ARTICLE XIV. DISSOLUTION**

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to the members of

the Chapter. On dissolution of the Chapter, any funds remaining after the payment of all debts and liabilities of the Chapter shall be distributed to ATSSA.

## **ARTICLE XV. AMENDMENTS**

### Section 1.

An amendment may be submitted by mail, electronic mail or fax ballot and in this event the written ballot shall set forth the amendment verbatim. The amendment shall require a two-thirds (2/3) vote of the Chapter Board of Directors for adoption. Amendments so adopted shall become effective immediately.

A proposed amendment to the bylaws of this chapter must be submitted in writing to the chapter Board of Directors at least fifteen (15) days prior to a regular or special meeting of the chapter at which time the amendment will be voted upon. To amend the bylaws a favorable vote of two-thirds (2/3) of the Chapter Board of Directors must be received.

### Section 2.

The board members have approved amendments to the Chapter Bylaws on the following dates:

March 2, 2017 Amended Bylaws  
Sept. 24, 2013 Initial Adoption Bylaws