



DRAFT

Bylaws
Ohio Chapter of ATSSA
(as revised November 17, 2004)

ARTICLE I. NAME

The name of the chapter shall be The Ohio Chapter of ATSSA (American Traffic Safety Services Association). For the sake of brevity in communication, the chapter may also be referred to as OH-ATSSA. The Ohio Chapter will be referred to, in this document, as the chapter.

ARTICLE II. HEADQUARTERS

The chapter officers shall designate the principal office of the chapter.

ARTICLE III. PURPOSE

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. Member firm interests will be promoted in the following manner by:

- a) Establishing a central organization through which lawful undertakings of the industry may be conducted effectively by cooperative effort.
- b) 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.
- c) Creating new markets and enlarging current markets through promotional programs, public relations, and legislative activities.
- d) Discussing, studying, promulgating and advocating the adoption of technical standards for selection, use, and placement of roadway safety devices.
- e) Establishing partnerships with affiliated and related organizations that value and promote roadway safety.
- f) Performing activities that enhance roadway safety.
- g) Promoting the goals and objectives of ATSSA.

Section 2.

These activities will not be in conflict with the purposes and activities of ATSSA.

ARTICLE IV. MEMBERSHIP

Section 1. Classes of Membership

Every member of the chapter must be a national member and be current in the payment of dues. Classes of membership shall mirror those of national ATSSA and consist of the following:

Full Member: A firm must derive income through the manufacture, fabrication, or installation of traffic signs; application of traffic pavement markings; rental, installation and servicing of work zone traffic control and roadway safety devices; performance of traffic control operations (flagging, sign installation, etc.). At least 50% of the revenues from these traffic control products and services must be from sources other than the parent or affiliated firms. Or a firm must manufacture or supply traffic control and/or safety devices, materials, components or other services.

Associate Member: A person must be a full-time employee of either a Full, Affiliate, International or Traffic Engineering and Design Firm Member company.

Affiliate Member: A firm must, as its primary business, be a provider of roadway safety services and devices and must not qualify under any other membership category.

Supplemental Division Representative Member: A person must be a full-time employee of a Full Member company.

Individual Consultant Member: Must provide professional services to the roadway safety industry or transportation agency in the areas of accident reconstruction, expert witness, accident analysis or the design and/or inspection of traffic control plans and must not qualify under any other membership category.

Traffic Engineering & Design Firm Member: Firm must have as its principal business the providing of professional traffic planning and design services to government agencies and/or private industry and must not qualify under any other membership category.

Transportation Agency Official Member: Must be either a full-time or retired employee of a public agency at the federal, state, city or county level, or a full-time 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 that is eligible for membership in any other category.

Independent Manufacturers Representative Member: Must be a self-employed individual and must represent the products of at least one (1) ATSSA member company.

Instructor: A person must have a current instructor certificate from ATSSA and does not qualify under any other membership category.

Life Member: A person must be fully retired from active business, have been an active member for at least ten (10) years, and be approved by the ATSSA Board of Directors.

Section 2. Voting

Each Full Member, Affiliate Member and Traffic Engineering & Design Firm that has a physical location within the chapter boundaries is entitled to one (1) vote in the affairs of the chapter. In addition, any person who is an Associate Member, Individual Consultant, Instructor, Independent Manufacturers Representative, or Transportation Agency Official is entitled to one (1) vote. Eligible voting members may vote by proxy by notifying the chapter President in writing. 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.

ARTICLE V. DUES AND ASSESSMENTS

Section 1. Dues

All 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. A portion of the dues collected from chapter members shall be remitted back to the chapter on a yearly basis as determined by the ATSSA Board of Directors.

Section 2. Assessments and Fundraising Activities

The chapter may assess its members for specific projects or programs the members deem necessary. Such special assessment shall be ratified by a majority vote of the chapter members. The chapter may conduct other fundraising activities as it deems appropriate.

Section 3. Dues Renewal and Nonpayment

All dues and delinquency notification shall be conducted by ATSSA. Membership eligibility in this chapter and in ATSSA will be addressed by ATSSA. ATSSA shall notify the chapter President of any members whose membership privileges have been terminated.

Section 4. Resignation

Any member may resign from ATSSA at any time by transmitting written notice of such resignation to ATSSA. Resignation from national ATSSA automatically applies to chapter membership. Any member who resigns must pay all delinquent dues and assessments.

ARTICLE VI. MEETINGS

Section 1. Annual Meeting

There shall be an annual meeting of the chapter members. The chapter officers shall determine the time and place of the annual meeting at least one hundred and twenty (120) days prior to the annual meeting. At the annual meeting, reports of the affairs of the chapter shall be considered and any other business may be transacted.

Section 2. Meetings

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

Section 3. Quorum

One-fourth of the voting membership must be present 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 membership may be adopted only after receiving a favorable majority vote of the voting members present.

Section 4. Order of Business

The order of business at meetings shall be as directed by the chapter President. The usual parliamentary rules as laid down 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. OFFICERS

Section 1.

The elected officers of the chapter shall be President, President Elect, Secretary and Treasurer, who shall be elected biennially by the membership and shall take office immediately following the election. The same person may perform the office of Secretary and Treasurer. The officers of the chapter may vote on all items coming before the chapter subject to the provisions set forth in Article IV, Section 2.

Section 2.

The officers shall serve for a term of two (2) years. The President and President Elect shall serve no more than one term.

Section 3. Officers Eligibility

The President and President Elect must be voting members of the chapter.

Section 4.

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

Section 5. President

The chapter 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 chapter President shall also, at the time of the annual chapter meeting and at such other times as deemed proper, communicate to the chapter such matters and make such suggestions as may in his/her 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 chapter President.

Section 6. President Elect

The chapter President Elect may be delegated by the chapter President to perform his/her duties, in the event of temporary disability or absence from meetings, and shall have such other duties as the chapter President may assign.

Section 7. Treasurer

The chapter Treasurer shall keep an account of all moneys received and expended for the use of the chapter and shall make disbursements authorized by the chapter officers. All sums received shall be deposited in the bank(s), or trust company, and a report shall be made at the annual meeting or when

called upon by the chapter President. Funds may be drawn only upon the signature of the chapter Treasurer (*chapter can add another officer for signature if desired*). With the approval of the members, the chapter Treasurer may appoint one or more assistant Treasurers to perform such duties as the Treasurer may delegate to them. The funds, books, and vouchers in his/her possession shall at all times be subject to verification and inspection by the members.

Section 8. Secretary

It shall be the chapter 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 official or as may be duly assigned.

ARTICLE VIII. ELECTIONS

Section 1. Nominating Committee

The chapter President shall appoint a Nominating Committee consisting of two (2) Full Members and chaired by the Immediate Past President, at least ninety (90) days prior to the annual meeting.

Section 2. Official Nominations

- a. At least seventy-five (75) days prior to the annual chapter meeting the Nominating Committee shall compile a list of official nominations for the following positions to be elected biennially: President Elect, Secretary and/or Treasurer.
- b. At least sixty (60) days prior to the annual chapter meeting, the official 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 the association headquarters no later than forty-five (45) days prior to the annual chapter meeting.

Section 3. Election Procedures

At least forty-five (45) days prior to the annual chapter meeting the official nominations, including those submitted by members in accordance with Article VIII, Section 2 above, shall be transmitted to each voting member of the chapter with an official ballot which must be returned to the association headquarters at least fifteen (15) days prior to the annual chapter meeting.

Fifteen (15) days prior to the annual chapter meeting the balloting will be closed. Ballots received at the association headquarters after that date will not be counted.

At the annual chapter 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 at the annual chapter meeting shall proceed to ballot to break the tie.

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

Officers elected shall take office immediately at the annual meeting.

ARTICLE IX. COMMITTEES

The chapter President, with the approval of the chapter members, shall establish such committees as deemed necessary and make appointments to committees.

ARTICLE X. MAIL, FAX OR E-MAIL VOTE

Whenever a question arises which requires a vote of the chapter members, and when it is inexpedient to call a membership meeting for that specific purpose, the chapter President may submit such a matter to the chapter membership in writing by mail, fax or e-mail ballot for vote and decision. Questions and issues presented in this way shall require a majority vote of the active membership for adoption and shall have the same force and effect as if the issue had been voted on at a chapter meeting.

ARTICLE XI. FISCAL YEAR

The fiscal year shall mirror national ATSSA's.

ARTICLE XII. INDEMNIFICATION

The chapter shall indemnify an individual made party to a proceeding because he/she is or was an officer against liability incurred in the proceeding if his/her conduct was in good faith and otherwise met all requirements of the appropriate Ohio Code of Regulations regarding persons in the position of an officer.

ARTICLE XIII. 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 remaining funds shall be distributed as directed by the chapter President.

ARTICLE XIV. AMENDMENTS

Section 1. A proposed amendment to the bylaws of this chapter must be submitted in writing to the chapter members at least 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 of the voting chapter members must be received.

An amendment may be submitted by mail or fax ballot and in this event the written ballot shall set forth the amendment verbatim. The amendment shall require a two-thirds vote of the voting chapter members for adoption. Amendments so adopted shall become effective immediately.

Section 2. The chapter members have approved amendments on the following dates:

ARTICLE XV. LIMITATION OF OFFICER LIABILITY

In any proceeding brought in the right of the chapter or brought by or on behalf of members of the chapter, the damages assessed against any officer arising out of a simple transaction, occurrence or course of conduct shall not exceed one (1) dollar.