



## **WTS Bylaws**

**Proposed: November 5, 2009**

**Ratified by Members: December 31, 2009**

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## **INTERNATIONAL BYLAWS**

### **Women's Transportation Seminar**

#### **ARTICLE I. Name**

The name of the Corporation is Women's Transportation Seminar (WTS).

#### **ARTICLE IA. Location**

The principal office of the Association is located in the metropolitan area of the District of Columbia.

#### **ARTICLE II. Purpose**

The purpose of the Corporation is to promote the advancement of women in the transportation industry. The objectives are to be served and accomplished through programs, services, scholarships, and other stimulating activities that will support the mission of the organization. All policies and activities of the Association shall be consistent with applicable federal, state and local laws and legal requirements and applicable tax exemption requirements, including the requirement that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

#### **ARTICLE III. Membership**

Section 1. Membership is open to persons having a professional interest in the field of transportation.

Section 2. Members shall be admitted and shall be eligible to vote upon payment of all fees and dues as may be required by these bylaws or the Board of Directors. The amount of such dues shall be determined periodically by the Board of Directors and assessed upon each member. The provisions of these bylaws regarding dues shall supersede the provisions of any chapter bylaws regarding dues.

Section 3. The Board of Directors shall establish appropriate categories of membership and set dues and fees appropriate to each category of international membership as well as for chapter membership. The Board will establish policies for the benefits conferred with membership and the obligations of members to remain in good standing.

Section 4. Membership in WTS includes membership in one or more chapters of WTS, in accordance with the membership policies set by the Board of Directors. Chapters shall not establish categories of membership or initiate membership with individuals separate from WTS International membership.

## **ARTICLE IV. Meetings of the Membership**

Section 1. An annual meeting of the members shall be held for the purpose of transacting various business affairs of the Corporation. The day fixed for the Annual Meeting will be designated by the Board of Directors.

Section 2. Written notice stating the place, day, hour, and purpose of any meeting of membership shall be delivered, personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting. Electronic media may be used if approved by applicable law and shall include but not be limited to email, facsimile, website, etc.

Section 3. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights. Written notice stating the place, day, hour, and purpose of the special meeting shall be delivered personally or by mail to each member entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of such meeting. Electronic media may be used for this notice if approved by applicable law. No business may be introduced for vote at a special meeting that was not included in the notice for the meeting.

Section 4. Members representing one-tenth (1/10) of the eligible voting members present in person or by proxy which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

Section 5. At any meeting of members, a member entitled may vote by proxy executed in writing and signed in accordance with the law of the District of Columbia, using the WTS standard proxy form. No proxy shall be valid after ninety (90) days from the date of its execution. Voting on all matters may be conducted by mail or electronic media, provided that the member is required to state or submit information from which it can be determined that the method of voting used was authorized by the member. Members may submit motions for action not included in the notice for the annual meeting provided a quorum is present.

## **ARTICLE V. Elections**

Section 1. The Board of Directors shall be elected by mail or electronic ballot of the members prior to the regular meeting of the Corporation in accordance with procedures determined by the Board of Directors. If electronic balloting is used for elections, members must state or submit information from which it can be determined the method of voting used was authorized by the member. Candidates for the Board will be presented by the WTS Nominations Sub-Committee to the members for election by ballot. The Nominations Sub-Committee will issue a call for nominations that includes a description of positions, qualifications and any pre-requisites for positions, and written instructions regarding the process for nomination. The Nominations Sub-Committee shall select one candidate for each position. The person holding the position of President-elect shall automatically become the candidate for President on the ballot. The official ballot will include options for write-in candidates for each office. Votes can be cast for any person who is eligible for election regardless of whether that person has been nominated. The ballot will contain instructions for voting, the date on which voting

shall begin and end, and information regarding each candidate seeking election. In the event of a tie for any position, a run-off election between the tied candidates will be held to determine the election for that office. Each Board Member shall be a WTS member in good standing and shall hold office until a successor has been duly elected and qualified. Board members shall be elected for one two-year term.

Section 2. An Officer may serve a maximum of one (1) term in any one position. A director may serve a maximum of two (2) terms consecutively in any one position.

## **ARTICLE VI. Board of Directors**

Section 1. The governing body of the Corporation is the Board of Directors, which has authority and is responsible for the supervision, control and direction of the Corporation. The Board determines the vision and mission of WTS; approves the organization's strategy; approves the annual financial goals, funding plans and budgets; approves major policies; designates and appoints committees; selects, evaluates, compensates and oversees the Executive Director; supports the Executive Director in leading and managing the organization; ensures adequate resources are allocated to support the strategic plan goals; determines, monitors and strengthens the association's programs and services; enhances the association's public standing and image; ensures legal and ethical integrity and accountability of the organization; recruits and orients new members for the board; assesses board performance; and facilitates the growth and development of chapters.

Section 2. The Board of Directors of the Corporation shall be a President, a President-elect, a Secretary, a Treasurer, an Immediate Past-President, a minimum of six (6) Directors at large, and the Executive Director. The Executive Director shall be an ex-officio and non-voting member of the Board.

Section 3. The Directors-at large will serve on committees, task forces and perform special assignments; participate in association meetings, events and programs; be informed about the organization's mission, services, policies and programs; serve as liaisons to chapters to enhance the relationship between chapters and WTS; must be prepared to assume an officer position if necessary by reason of resignation or incapacity of an officer; and shall perform other duties as may be assigned by the President.

Section 4. The act of a majority of the Board of 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 or by these bylaws. A majority of the voting members of the Board of Directors in attendance at any meeting shall constitute a quorum. Meetings shall be defined as in-person or audio-conference meetings in which participants have the opportunity to hear and participate in discussion, deliberate, and vote on issues before the Board. Any member of the Board absent from two or more meetings for which the absences were not excused may be asked to resign from the Board.

Section 5. Any vacancy occurring in the Board of Directors to be filled by reason of an increase in the number of Board of Director members, resignation, incapacitation, removal, disqualification, and otherwise, shall be filled by the Board of Directors. A

Board of Directors' member elected to fill a vacancy shall be elected for the unexpired term of her/his predecessor in the office. The Board member filling a midterm vacancy may serve a maximum of two (2) terms consecutively in that position. Serving the midterm position constitutes one term, if the member serves at least half of the unexpired term.

Section 6. A Board of Directors member may be removed by a two-thirds (2/3) vote of the members of the Board. Any member of the Board of Directors elected or appointed to the Board of Directors may be removed whenever it is judged the best interest of the Corporation would be served thereby.

Section 7. Board of Directors' members shall not receive salaries for their services. Board of Directors' members may be reimbursed for expenses of attending meetings. This section shall not be construed to preclude any Board of Directors' member from serving the Corporation in any other capacity and receiving compensation thereof.

## **ARTICLE VII. Officers**

Section 1. The officers of the Corporation are the President, the President-elect, the Secretary, the Treasurer and the Executive Director.

Section 2. Officers, except for the Executive Director, must be regular members of the Association who have been elected to the Board. No person may hold more than one office at the same time.

Section 3. The President shall be the Chair of the Board of Directors and shall preside at all meetings of the members and of the Board of Directors. The President is an ex-officio member of all committees except the Nominations Committee. The President oversees implementation of corporate and organizational policies and leads the board in ensuring that all organizational entities act in accordance with the overall strategic objectives of WTS. The President appoints volunteers to key leadership positions, including chairs of committees and task forces to carry out the work of the Corporation.

Section 4. The President-elect shall preside in the absence of the President or in the event the President is unable or refuses to act. When so acting, the President-elect shall have all powers of and be subject to all the restrictions upon the President. The President-elect prepares to assume the office of the President; assists the President in the execution of her duties; and shall perform such other duties as may be assigned to her/him by the President and by the Board of Directors.

Section 5. The Secretary is responsible as the official corporate secretary to be the custodian of the Board's records. The Secretary shall keep the minutes of the meetings of the Board of Directors; ensure that minutes of meetings are properly recorded, distributed and approved and that all official actions of the Board are documented; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; and perform other duties as may be assigned by the President or by the Board of Directors.

Section 6. The Treasurer shall be the chief financial officer of the Corporation and is responsible for overseeing that the financial operations meet appropriate legal and audit standards and that the organization is in compliance with all required legal and regulatory requirements governing tax filings and financial reporting. The Treasurer shall present the annual budget, financial reports and an annual report each fiscal year; and shall perform other duties as may be assigned by the President or by the Board of Directors.

Section 7. The Executive Director shall be the chief executive officer of the Corporation and manages the business affairs, creates contractual relationships on behalf of the Corporation and is responsible for the hiring, termination and compensation of staff employed by the Corporation. The Executive Director implements the vision and mission of WTS, subject to the oversight of the Board of Directors.

Section 8. Officers may be removed by a two-thirds (2/3) vote of the members of the Board. Any member of the Board of Directors elected or appointed to the Board of Directors may be removed whenever it is judged the best interest of the Corporation would be served thereby.

Section 9. Officers, with the exception of the Executive Director, shall not receive salaries for their services. Board of Directors' members may be reimbursed for expenses of attending meetings. This section shall not be construed to preclude any Board of Directors' member from serving the Corporation in any other capacity and receiving compensation thereof.

## **ARTICLE VIII. Notice and Frequency of Board Meetings**

Section 1. Annual Meetings. The Board shall hold an annual meeting to transact any business within its powers in the month of May of each year. The date, time and place of the annual meeting of the Board shall be set by the President. The Secretary shall send notice of the date, time and place of each annual meeting of the board to each Director no less than ten (10) nor more than sixty (60) days prior to the date set for each such meeting by personal delivery, mail or other written form of communication. Except as the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws otherwise provide, any business may be considered at an annual meeting without the purpose of the meeting having been specified in a notice. Failure to hold an annual meeting shall not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

Section 2. Regular Meetings. Between annual meetings, regular meetings of the Board shall be held at such intervals as may be determined appropriate by the Board, but not less frequently than at six (6) month intervals. Failure to hold regular meetings shall not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

- (a) All regular meetings of the Board shall be called by the Secretary at the direction of the President, President-elect, or, if the President is absent or is unable or refuses to act, by any two (2) Directors.
- (b) Written notice of the time and place of each regular meeting of the board shall be delivered personally to each Director, or delivered to each Director by mail or by other form of written communication, at least

- (c) The transaction of any business at a meeting of the Board, however called and noticed and wherever held, shall be valid as though it had been transacted at a meeting duly held after a regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a Waiver of Notice, as consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the records of the Corporation and made a part of the minutes of the meeting.
- (d) The Board may meet on matters concerning the Executive Director's employment, performance or compensation without notice to the Executive Director and without the Executive Director's being present, and for those purposes the Executive Director does not count towards the quorum requirement.

Section 3. Special Meetings.

- (a) Special meetings of the Board may be called by: (a) the President, President-elect, or (b) any two (2) Directors. A notice shall be given to each Director of the time, place and purpose of each special meeting at least forty-eight (48) hours prior to the convening of such a meeting by personal delivery, telephone, facsimile, mail or other form of written communication. If the current address of a Director is not shown on the records of the Corporation and is not readily ascertainable, notice shall be addressed to him or her at the last known address of such a Director as reflected in the records of the Corporation.
- (b) The transaction of any business at a special meeting of the board that does not satisfy the notice requirements set forth above shall be deemed valid if a quorum is present and if, either before or after the meeting, each of the Directors not present at such meeting signs a written Waiver of Notice, a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the records of the corporation and made a part of the minutes of the meeting.

## **ARTICLE IX. Committees**

Section 1. An Executive Committee consisting of the Officers of the Corporation may act in the place of the Board of Directors when authority is designated by the Board of Directors or in emergency matters where the Executive Committee action is temporary and is subject to the subsequent approval of the Board at its next meeting. Two-thirds (2/3) of the Executive Committee shall constitute a quorum.

Section 2. The Board of Directors may designate and appoint one (1) or more committees, to carry out the management of tasks delegated to them. Committees shall exist for the duration of the term of the Board of Directors which appointed them. Ad hoc committees or task forces shall exist until the completion of their appointed tasks or through the end of the term of the Board which appointed them, whichever occurs earlier.

Section 3. The President shall appoint the chairs of committees and task forces. Members of committees shall be appointed by the Board of Directors.

Section 4. Vacancies in the membership of any committee may be filled by the Board of Directors. Vacancy in the position of chair of a committee shall be filled by appointment by the President.

Section 5. A majority of the members of a 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.

Section 6. Committees may select the number and times of meetings. Meetings shall be called by the committee chair or by any two members of the committee. Committee chairs shall notify committee members of the day, hour and place of meetings and shall notify members of the agenda items to be discussed or acted upon. Committees shall use procedures that include decisions made by majority or unanimous consent, and in accordance with the WTS Bylaws, Roberts Rules of Order for committees and WTS Policies and Procedures.

## **ARTICLE X. Chapters**

Section 1. Members may organize and maintain a chapter with the approval of the Board of Directors and upon meeting the minimum requirements set forth by the Board of Directors. The Board of Directors may organize chapters on its own initiative.

Section 2. Each chapter shall submit annually a report of its activities and financial affairs to its members and to the Board of Directors. If that report is deemed unsatisfactory by the Board of Directors or if the Board of Directors determines that a chapter is not in compliance with the chapter requirements of these bylaws, no chapter dues shall be returned to the chapter until such deficiencies are corrected.

Section 3. In the event that a chapter does not meet the requirements for chapter status and/or does not conduct its affairs in compliance with current WTS Policies, the Board of Directors may initiate a process of dissolution to remove chapter status from the group. Such process shall include identifying the issues of non-compliance in writing

to the chapter's board of directors on record and providing for notice of sixty (60) days in which to comply with the requirements and policies. In the event of either no response to such notice or non-compliance with the requirements and policies within the stated period of notice, the Board of Directors will notify the chapter of the Board's pending action to dissolve the chapter and will conduct a vote of the Board to take such action. The Board will then send written notice to the chapter board of its resolution.

Section 4. The Board of Directors shall be the authority to recognize as affiliates, groups which have objectives similar to WTS. These affiliates may be accorded such organizational and financial status as deemed appropriate by the Board of Directors in each individual case. Concurrent membership in WTS may be granted to the memberships of such groups.

## **ARTICLE XI. Inspection of Books and Records**

Section 1. All books and records of the Corporation may be inspected by any member having voting rights, or the member's agent or attorney, provided the member presents a proper purpose for making the request and exercises the right of inspection during the Corporation's normal business hours.

Section 2. Directors and Officers of the Corporation may exercise these rights in the conduct of exercising their fiduciary responsibilities to the Corporation.

## **ARTICLE XII. Indemnification**

Section 1. The Corporation shall indemnify: (1) any individual who is a present or former Director or Officer of the Corporation; or (2) any individual who serves or has served in another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a director or officer, or as a partner or trustee of such partnership or employee benefit plan, at the request of the Corporation and who by reason of service in that capacity was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to the full extent permitted under the District of Columbia Nonprofit Corporation Act. The Corporation may, with the approval of the Board, provide such indemnification for any employee or agent of the Corporation.

Section 2. Reasonable expenses incurred by a Director or Officer who is, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, may be paid or reimbursed by the Corporation, upon the approval of the Board, for the costs and expenses incurred by such person in connection with such proceeding in advance of the final disposition of the proceeding upon receipt by the Corporation of: (1) a written affirmation by the party seeking indemnification that he or she has a good faith belief that the standard of conduct necessary for indemnification by the Corporation as authorized herein has been met; and (2) a written undertaking by or on behalf of the party seeking indemnification to repay the amount if it shall ultimately be determined that the standard of conduct has not been met.

Section 3. Exclusivity. The rights of indemnification and advancement of expenses provided by these Bylaws shall not be deemed exclusive of any other rights to which a

person seeking indemnification or advancement of expenses may be entitled under any law (common or statutory) or agreement, both as to action in his or her official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation, and such rights shall continue in respect of all events occurring while a person was a Director or Officer and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification and advancement of expenses under the Articles of Incorporation or these Bylaws shall be deemed to be a contract between the Corporation and each Director or Officer of the Corporation who serves or served in such capacity at any time while this Section 3 is in effect. Nothing herein shall prevent the amendment of this Article, provided that no such amendment shall diminish the rights of any person hereunder with respect to events occurring or claims made before its adoption or as to claims made after its adoption in respect of events occurring before its adoption. Any repeal or modification of this Article shall not in any way diminish any rights to indemnification or advancement of expenses of such Director or Officer or the obligations of the Corporation arising hereunder with respect to events occurring, or claims made, while this Article or any provision hereof, is in force.

### **ARTICLE XIII. Conflicts of Interest**

Section 1. Any Director, Officer, key employee or committee member having an interest in a contract or other transaction with the Corporation shall disclose such interest to the Board, or a proper committee thereof, for consideration, authorization, approval, or ratification and shall make a prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or transaction which might reasonably be construed to be adverse or potentially adverse to the Corporation's interests.

Section 2. The Board, or the proper committee thereof to which such disclosure is made, shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and that a quorum was present.

Section 3. The Board may adopt conflict of interest policies requiring:

- (a) regular annual statements from Directors, Officers and key employees that disclose existing and potential conflicts of interest; and
- (b) corrective and disciplinary actions with respect to transgressions of such policies.

Section 4. For purposes of this Article, a person shall be deemed to have an "interest" in a contract or other transaction if the person is the party (or one of the parties) contracting or dealing with the Corporation, or is a director, trustee or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with

the Corporation other than corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the Corporation.

**ARTICLE XIV. Amendments**

These bylaws may be altered, amended, or repealed by a sixty-six percent (66%) majority of those members who are present, in person or by proxy, and voting on the proposed amendments, additions or deletions. Voting shall be conducted in a meeting of the members or by mail or electronic mail ballot distributed to the members eligible to participate. If members are voting by electronic ballot, the voting shall be conducted in a manner that requires each voting member to state or submit information from which it can be determined that the method of voting was approved by the member. .

**ARTICLE XV. Rules of Procedure**

The Board of Directors may establish rules that are consistent with these Bylaws for the policies, procedures and programs of the Corporation. The business of the Corporation with respect to adoption of motions presented to the membership or to the Board of Directors shall be conducted in accordance with the most recent edition of Robert's Rules of Order. Deliberation of issues affecting the organization may be carried on by alternative methods consistent with these bylaws and at the discretion of the Chair.

**ARTICLE XVI. Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for educational purposes as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court for the District of Columbia, exclusively for such purposes or to such organization or organizations, as said court shall determine that are organized and operated exclusively for such purposes.

APPROVED:

\_\_\_\_\_   
President

ATTEST:

\_\_\_\_\_   
Secretary

DATE:

\_\_\_\_\_