



*Advancing Women in Transportation*  
Greater Dallas/Fort Worth Chapter

## **Bylaws**

Charter: 1990  
Amended: 2003  
Amended: 2007

**Women's Transportation Seminar  
Dallas/Fort Worth Chapter**

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## **ARTICLE I. NAME**

The name of the Corporation is the Women's Transportation Seminar of the Greater Dallas/Fort Worth Area, hereinafter called "Corporation." Said "Corporation" is a chapter of the Women's Transportation Seminar, hereinafter called "WTS International", headquartered in the metropolitan area of Washington, D.C.

## **ARTICLE II. LOCATION**

The principal office of the Corporation shall be located in either Dallas or Tarrant County, in the state of Texas.

## **ARTICLE III. OBJECTIVE**

The Corporation endorses the objectives of WTS International 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 IV. MEMBERSHIP**

### Section 1. Eligibility

Membership is open to persons having a professional interest in any fields of transportation. Membership shall not be denied to anyone in any fields of transportation on the basis of race, religion, disability, national origin, or gender.

### Section 2. Admission

Members shall be admitted upon the payment of all fees and dues as determined by WTS International.

### Section 3. Type of Membership

The WTS International 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 affiliation. The International Board will establish policies for the benefits conferred with membership and the obligations of members to remain in good standing.

The following types of memberships shall prevail within the Corporation.

- Full Membership. Members shall be eligible for all benefits of the Corporation including, but not limited to, functions, affiliation with WTS International, voting privileges, all mailing and Corporation materials, elective offices, and availing themselves of all services of the Corporation.
- Student Membership. Students enrolled full-time in transportation programs at colleges and universities shall be eligible for all benefits of full membership, except that of elective office and voting privileges.
- Corporate Membership. Corporate membership shall be available to agencies, business firms, trade associations, and organizations wishing to show support for the Corporation. Dues shall exceed that of full membership. Based on the level of sponsorship, the corporate sponsor shall designate the appropriate number of representatives, who is/are eligible for all benefits of full membership. Checks received by January 31 of the year of sponsorship will ensure inclusion in the

Membership Directory and recognition at the Annual Awards Banquet. If the corporate sponsorship includes WTS International benefits, the corporate sponsor is subject to approval by the WTS International Board of Directors.

Section 4. Tenure

Membership shall be for 12 months from January 1 through December 31, unless other promotions established by the WTS International Board allow for an alternative membership period.

Section 5. Dues

Dues of membership shall be determined annually by the WTS International Board of Directors. All dues payments will be collected, recorded, deposited, and managed by WTS International.

Section 6. Good Standing

Any member of the Corporation whose dues are not paid within sixty (60) days of becoming due and payable shall be deemed to be a member no longer in good standing and be denied the privilege of voting, holding office, or any other special privilege that shall be determined by the Board of Directors.

**ARTICLE V. MEETINGS OF THE MEMBERSHIP**

Section 1. Annual Meeting

An annual meeting of the membership shall be held every December for the purpose of installing the Board of Directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings

Special meetings may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the members having voting privileges.

Section 3. General Meetings

Meetings of the general membership shall be held monthly, with an optional summer break (June through August); however, the Board of Directors may add or delete meetings as necessary.

Section 4. Notice of Meetings

Written notice stating the place, date, and time of any meeting shall be delivered either personally, by mail, or other electronic media to each member entitled to vote at such meeting, not less than seven (7) days nor more than thirty (30) days before the date of such meeting. Electronic media shall include but not be limited to email, facsimile, Corporation website, etc.

Section 5. Action by Written Consent

Any action required by law to be taken at a meeting of the members, or any action, which may be taken at a meeting of members, shall be taken without a meeting if a consent in writing setting forth the action so desired to be taken by a majority vote of the members entitled to vote. Voting may be conducted by mail, electronic media, or teleconference.

Section 6. Proxies

At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by mail, facsimile, electronic mail or teleconference. No proxy shall be valid after thirty (30) days from the date of its execution, unless otherwise provided in the proxy.

Section 7. Quorum

The members of the Corporation holding one-fifth (1/5) of the votes, which may be cast at any meeting, shall constitute a quorum at such meeting. If a quorum is not present at said meeting, a majority of the members present may motion and vote to adjourn the meeting. A majority vote of the members present is required to adjourn the meeting; however, if a quorum is not present, no business shall be voted on.

## **ARTICLE VI. BOARD OF DIRECTORS**

### **Section 1. Consist**

The Board of Directors of the Corporation shall consist of President, Vice President, Secretary, Treasurer, Immediate Past President, and four Directors. Each member of the Board of Directors must be a member in good standing of the Corporation. Good standing shall be as described in Article IV, Section 6 of these bylaws.

### **Section 2. Function**

The Board of Directors shall have the authority and the responsibility to direct and manage all affairs of the Corporation not expressly precluded by the bylaws.

### **Section 3. Meetings**

The Board of Directors shall meet either in person or by teleconference, a minimum of four (4) times per year. Special meetings may be requested by the Board of Directors or not less than one-tenth (1/10) of members having voting rights of the Corporation. All meetings shall be open for any member of the Corporation to attend.

### **Section 4. Notice**

Written notice of special meetings of the Board of Directors shall be given at least five (5) days prior to such meeting, including location, date, and time of said meeting to each member of the Board of Directors. Notice may be given by personal delivery, mail, or electronic media.

### **Section 5. Quorum**

Two-thirds (2/3) or six out of nine of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the case of a tie, the President shall cast the deciding vote. If less than a majority of the Board of Directors is present at said meeting, a majority of the Board of Directors present may motion and vote to adjourn the meeting.

### **Section 6. Manner of Acting**

An act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be deemed an act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

### **Section 7. Action by Unanimous Written Consent**

Any action, which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board of Directors.

### **Section 8. Vacancies**

Any vacancy occurring in the Board of Directors by reason of resignation, removal, or otherwise and any newly created Board of Directors position shall be filled by majority vote of the Board of Directors. A Board of Director's member elected to fill a vacancy shall be elected for the remainder of the unexpired term of their predecessor in such office.

### **Section 9. Compensation**

The Board of Directors and members of the Corporation shall not receive any salaries or compensation for their services.

## **ARTICLE VII. OFFICERS**

### **Section 1. Officers of the Corporation**

The officers of the Corporation shall be that of the Board of Directors. There may be additional officers if deemed necessary by the Board of Directors. Any such appointed or created officers will serve for a stated period of time, not to exceed the period of the next regular election of officers.

### **Section 2. President Duties**

The President shall be the Chief Executive Officer of the Corporation and shall chair all meetings of the membership and the Board of Directors. The President may sign with the Secretary any deeds, mortgages, bonds, contracts, or other such documents which the Board of Directors has authorized to be executed, except in such cases where the bylaws or statute has expressly delegated the authority of signature to some other officer of the Corporation. In general, the President shall perform all duties incident to the office of the President and such duties as may be assigned by the Board of Directors.

### **Section 3. Vice President Duties**

The Vice President shall preside in the absence of the President or in the event the President is unable to or refuses to act. When so acting, the Vice President shall have all powers of and be subject to all restrictions upon the President. The Vice President shall serve as the liaison with the chapter Advisory Board. The Vice President shall perform such duties as may be assigned by the President or by the Board of Directors.

### **Section 4. Secretary Duties**

The Secretary shall be the trustee of all records pertaining to the Corporation. The Secretary is responsible for keeping the minutes for all meetings of the members and the Board of Directors; for keeping a current register of the preferred mailing address of each member of the Corporation; for all official correspondence and notices of the Corporation in accordance with the provisions of these bylaws; and other such duties as may be assigned by the President or by the Board of Directors. The secretary shall submit an annual report of chapter activities to the WTS International Board of Directors.

### **Section 5. Treasurer Duties**

The Treasurer shall be responsible for and have charge and custody of all funds, securities, and contracts of the Corporation; receive and give receipts for money due and payable to the Corporation; deposit all such monies in the name of the Corporation in an insured depository as approved by the Board of Directors; prepare an annual budget financial reports and an annual report as of the end of each calendar year; and such other duties as may be assigned by the President or by the Board of Directors. The Treasurer shall submit an annual financial report to the WTS International Board of Directors.

### **Section 6. Immediate Past President Duties**

The Immediate Past President shall be responsible for conducting the chapter elections and encouraging diversity among candidates. Additionally, the Immediate Past President shall serve as appointed by the President to various committees.

### **Section 7. Directors**

The four Directors shall consist of Member Services, Programs, Professional Development and Recognition. Each Director shall appoint committee chairpersons for their corresponding committees, with approval of the Board of Directors. Each Director shall work in tandem with the Board of Directors and WTS International to provide oversight to appropriate committees.

### **Section 8. Election and Tenure**

The officers of the Corporation shall be elected biennially, by the members for a two-year term of office commencing January 1 through December 31. The election will be conducted in a manner determined by the Board of Directors. Any member in good standing with the Corporation

(excluding student membership) shall be eligible to hold office. No member may hold more than one concurrent office, unless this would result in a vacancy. Officers are elected for a term of two years. No officer shall be eligible to serve more than two (2) consecutive terms in the same office, unless this would result in a vacancy on the Board of Directors.

#### Section 9. Removal

Any officer elected or appointed to the Board of Directors, may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be better served by such removal. Such removal will be initiated by the Board of Directors, but must have the approval of the majority of the Board of Directors. Such removal shall be without prejudice.

#### Section 10. Vacancy

A vacancy in any office due to death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors for the remaining unexpired portion of the term, except where a progression has been established within selected offices.

### **ARTICLE VIII. ADVISORY BOARD**

#### Section 1. Designation

The Board of Directors may designate or appoint an Advisory Board, which shall consist of industry or community leaders who are dedicated to promoting the mission of the Corporation.

#### Section 2. Chairperson

The members of the Advisory Board may elect a chairperson or may defer this responsibility to the Vice President as staff liaison.

#### Section 3. Duties

The Advisory Board shall perform the following duties, unless otherwise directed by the Board of Directors:

- Provide guidance on overall chapter services and budget.
- Assist with strategic planning.
- Raise awareness of WTS International and the Corporation.
- Serve as a resource for securing program speakers.
- Provide advice on increasing membership and fundraising for scholarships.
- Assist with selecting winners for scholarship and diversity awards.

#### Section 4. Tenure

Members are appointed for a term of two years and may serve consecutive terms.

### **ARTICLE IX. STANDING COMMITTEES**

#### Section 1. Designation

The Board of Directors may designate or appoint one (1) or more committees, each of which shall consist of one (1) or more persons, which shall have and exercise the authority of the Board of Directors in the management of the Corporation. This authority shall not operate to relieve the Board of Directors or any individual officer of any responsibility imposed by these bylaws or by law. Standing committees include, but are not limited to the following: Programs, Facilities, Corporate Sponsor, Newsletter, Website, Awards Banquet, Scholarship, Publicity, Appointments, Diversity, and Job Bank.

#### Section 2. Chairperson(s)

For each committee, the Director shall appoint one (1) or two (2) persons to chair the committee. Each committee chairperson has the option to serve for a one or two-year term. The remaining members of the committee shall volunteer or be appointed by the committee chairperson, with the consent of the Director.



### Section 3. Vacancies

Vacancies in the Chair of any committee may be filled by appointments made in the same manner as provided in the case of the original appointment. Vacancies occurring in the membership of said committee shall be filled by the Chair for the remainder of the unexpired term.

### Section 4. Quorum

Unless otherwise provided in the resolution of the Board of Directors, the act of a majority of the members present at a committee meeting at which a quorum is present shall be considered a true and valid act of said committee.

### Section 5. Rules

Each committee may adopt rules for its own government consistent with these bylaws, the rules adopted by the Board of Directors, and the mission and purpose of this Corporation.

### Section 6. Ad Hoc Committee

The President may establish any ad hoc committee that the President or a majority of the Board of Directors deems appropriate. The committee that is termed ad hoc shall have a specific task or function to perform that is limited in nature and in time frame. Once the task or function of the ad hoc committee has been completed, the committee shall cease to exist upon submission of the recommendation of the committee's final report to the President.

### Section 7. Documentation

All committee chairpersons should maintain a binder with information pertinent to their committee as to promote smoother transitioning from one Board of Directors to a subsequent board and committee chairpersons.

## **ARTICLE X. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

### Section 1. Contracts

The Board of Directors may authorize any officer, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into contracts or execute and deliver instruments in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

### Section 2. Checks and Drafts

All checks, drafts, orders for payment of money notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by the Board of Directors. All checks, drafts or orders for payment shall require the signatures of the Treasurer and another officer of the Corporation who has been given the power of signature by the Board of Directors. The Board of Directors may, by quorum vote grant the power of signature to the Vice President and/or Secretary. Power of signature expires with the term of service of the Board of Directors.

### Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other Federally insured depositories as the Board of Directors may select.

### Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation. However, if to do so would significantly compromise those objectives set forth in Article III, the Board of Directors may move to place a vote before a quorum of the general membership for approval.

**ARTICLE XI. AMENDMENTS**

These bylaws may be altered, amended, or repealed by a majority of the eligible voting members of the Corporation at which a quorum is attained. New bylaws may be proposed by the Board of Directors or from a member and adopted by a majority of the voting members of the Corporation at which a quorum is attained.

**ARTICLE XII. 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 XIII. DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall pay or make provisions for the payment of all liabilities of the Corporation. This will be done exclusively for the purposes of the Corporation or to such organization or organizations organized and operated exclusively for charitable or educational purposes. Any such assets not so disposed of shall be disposed of by the District Court in whose jurisdiction the registered office and registered agent may be located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized exclusively for such purposes.

APPROVED: \_\_\_\_\_  
(Print Name)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Title)

\_\_\_\_\_  
(Dated)

ATTESTED: \_\_\_\_\_  
(Print Name)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Title)

\_\_\_\_\_  
(Dated)

**GREATER DALLAS/FORT WORTH  
BOARD OF DIRECTORS**

