

**WOMEN'S TRANSPORTATION SEMINAR
IDAHO CHAPTER BYLAWS OUTLINE**

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WTS Treasure Valley CHAPTER BYLAWS

ARTICLE I. NAME

The name of the **CORPORATION** is the Women's Transportation Seminar of, hereafter called The **CORPORATION**. Said **CORPORATION** is a chapter of the Women's Transportation Seminar, hereafter called **WTS International**, headquartered in Washington, DC.

ARTICLE II. LOCATION

The principal office of the **CORPORATION** shall be located in Boise, Idaho.

ARTICLE III. OBJECTIVE

This **CORPORATION** endorses the objective of **WTS** to promote the professional development, education, and career advancement of women in the transportation industry. The objectives are to be served and accomplished through programs, services, and other activities that will provide contacts and forums to enhance the growth of its members.

ARTICLE IV. MEMBERSHIP

Section 1. Eligibility

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

Section 2. Admission

Members shall be admitted upon the payment of all fees and dues as determined by the **WTS Executive Board of Directors**.

Section 3. Type of Membership

The following types of membership 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**, voting privileges, all mailing and **CORPORATION** materials, elective offices and avail 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 elective offices and voting privileges.
- At Large Membership. At large membership shall be available to persons with a professional interest in the transportation field located more than fifty (50) miles from the **CORPORATION** headquarters.
- 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 and shall be determined by the **CORPORATION**. 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. Corporate sponsorship shall include **WTS (International)** full membership benefits for the corporate designee(s). Payment of the **WTS** portion of the dues shall be made by the **CORPORATION** (Chapter) on behalf of each designee.

- Special Membership. Special memberships not otherwise classified may be designated by the **Corporation's** Board of Directors. This membership shall have the rights and privileges as are designated by the **Corporation's** Board of Directors.

Section 4. Tenure

Membership shall be for 12 months unless other promotions established by the WTS International Board allow for an extended membership period.

Section 5. Dues

Dues of membership shall be determined by the **WTS Executive Board**.

ARTICLE V. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting

An Annual Meeting of the membership shall take place for the purpose of transaction of business. The day fixed for the Annual Meeting will be designated by the Board of Directors.

Section 2. Special Meetings

Special Meetings may be called by the President, the Board of Directors, or not less than one-fifth (1/5) of the members having voting rights.

Section 3. Notice of Meetings

Written notice stating place, day, and hours 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 sixty (60) days before the date of such meeting. Electronic media shall include but not be limited to email, facsimile, **CORPORATION** Website, etc.

Section 4. 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, may be taken without a meeting if a consent in writing setting forth the action so taken shall be approved by a majority of the members entitled to vote. Such consent may be obtained by mail and/or electronic media in such manner as the Executive Board shall determine. The Secretary shall report all actions approved by unanimous written consent to the Board of Directors within five (5) working days.

Section 5. Proxies

At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or by her/his attorney-in-fact. No proxy shall be valid after sixty (60) days from the date of its execution, unless otherwise provided in the proxy.

Section 6. Voting

Where officers are to be elected by the members, such election may be conducted by mail and/or electronic media in such manner as the Board of Directors shall determine.

Section 7. Quorum

The members holding 1/5 (one-fifth) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Consist

The Board of Directors shall consist of the officers of the **CORPORATION** and the Immediate Past President. Each member of the Board of Directors must be a member of the **CORPORATION**.

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 four (4) times a year with special meetings called as necessary. Special meetings may be requested by a Board of Directors member or not less than 1/5 (one-fifth) of members having voting rights.

Section 4. Notice

Notice of special meetings of the Board of Directors shall be given at least seven (7) days previously, in person, by mail, or electronic media to each member of the Board of Directors.

Section 5. Quorum

A majority of the Board of Directors members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the Board of Directors is present at said meeting, the meeting will be adjourned and no business will be conducted.

Section 6. Manner of Acting

The act of the majority of the Board of Directors members 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.

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 consent in writing, setting forth the action so taken, shall be signed by all of the Board of Directors members.

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 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 office.

Section 9. Compensation

Board of Directors members as such shall not receive any salaries or compensation for their services, nor shall they be reimbursed for expenses incurred for attendance at any regular or

special meetings of the Board of Directors or the membership.

ARTICLE VII. OFFICERS

Section 1. Officers of the CORPORATION

The officers of the **CORPORATION** shall be a President, a Vice President, a Secretary and a Treasurer. 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

The President shall be the chief executive officer of the **CORPORATION** and shall chair all meetings of the membership and the Board of Directors and shall have the power to appoint chairs of committees subject to the approval of the Board of Directors. The President may sign with the Secretary any deeds, mortgages, bonds, contracts, or other such documents with which the Board of Directors has authorized to be executed, except in such cases where the bylaws or statute has expressly delegated the authority to sign 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

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 perform such duties as may be assigned by the President or by the Board of Directors.

Section 4. Secretary

The Secretary shall be the guardian of corporate records. The Secretary is responsible for keeping the minutes of all the meetings of the members and the Board of Directors; for keeping a current register of the post office address of each member of the **CORPORATION**; for all official correspondence and notices of the chapter 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.

Section 5. Treasurer

The Treasurer shall be responsible 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** as approved by the Board of Directors; prepare financial reports and an annual report as of the end of each year; and such other duties as may be assigned by the President or by the Board of Directors.

Section 6. Election and Tenure

The officers of the **CORPORATION** shall be elected by the members for a one year term of office commencing January 1 through December 31. The election will be conducted by mail or electronic media in a manner determined by the Board of Directors. Any member in good standing with the **CORPORATION** shall be eligible to hold office. No member may hold more than one concurrent office. Officers are elected for a term of one year. No officer shall be eligible to serve more than two consecutive terms in the same office. A board member filling a mid term vacancy may serve a maximum of two (2) terms consecutively in that position. Serving the mid term position constitutes one term, regardless of the length of service in that

position.

Section 7. Removal

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

Section 8. Vacancy

A vacancy in any office due to death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VIII. COMMITTEES

Section 1. Designation

The Board of Directors may designate or appoint one 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.

Section 2. Chairperson(s)

For each committee, the President shall appoint one (1) or two (2) persons to chair the committee. Each chair appointment shall be until December 31. The remaining members of the committee shall volunteer or be appointed by the Board of Directors with the approval of the chair of said committee.

Section 3. Vacancies

Vacancies in the Chair of any committee may be filled by appointments made in the same manner as provided in case of the original appointment. Vacancies occurring in the membership of said committee shall be filled by the Chair with the consent of the Board of Directors 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 meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules

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

Section 6. Ad Hoc Committee

The President may establish any ad hoc committee that the President or 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 the recommendation of the committee's final report to the President.

ARTICLE IX. AMENDMENTS

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

ARTICLE X. RULES OF PROCEDURE

When not otherwise provided by the bylaws, the business of the **CORPORATION** shall be conducted in accordance with the most recent edition of Robert's Rules of Order.

ARTICLE XI. 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)