

WTS ATLANTA CHAPTER BYLAWS



Advancing Women in Transportation

Atlanta Chapter

August-March 20182019

Yellow = Indicates Replacement Text

Green = Indicates Additional Text

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

ARTICLE I. NAME 4

ARTICLE II. LOCATION 4

ARTICLE III. PURPOSE 4

ARTICLE IV. MEMBERSHIP 4

 Section 1. Eligibility 4

 Section 2. Admission 4

 Section 3. Type of Membership 4

 Section 4. Tenure 5

 Section 5. Dues 5

ARTICLE V. MEETINGS OF THE MEMBERSHIP 5

 Section 1. Annual Meeting 5

 Section 2. Special Meetings 5

 Section 3. Notice of Meetings 5

 Section 4. Action by Written Consent 5

 Section 5. Proxies Voting 5

 Section 6. Quorum 6

ARTICLE VI. BOARD OF DIRECTORS 6

 Section 1. Consist 6

 Section 2. Function 6

 Section 3. Meetings 6

 Section 4. Notice 6

 Section 5. Quorum 6

 Section 6. Manner of Acting 6

 Section 7. Action by Unanimous Written Consent 6

 Section 8. Vacancies 7

 Section 9. Compensation 7

 Section 10. Removal 7

ARTICLE VII. OFFICERS 7

 Section 1. Officers of the CORPORATION 7

 Section 2. President 7

 Section 3. Vice-President, Programs 7

 Section 4. Vice-President, Membership 7

 Section 5. Secretary 8

 Section 6. Treasurer 8

 Section 7. Election and Tenure 8

 Section 8. Removal 8

 Section 9. Vacancy 8

ARTICLE VIII. ADVISORY BOARD 8

 Section 1. Designation 9

 Section 2. Chairpersons 9

 Section 3. Meetings 9

 Section 4. Vacancies 9

 Section 5. Rules 9

ARTICLE IX. COMMITTEES 9

 Section 1. Designation 9

 Section 2. Chairpersons 10

 Section 3. Vacancies 10

 Section 4. Rules 10

ARTICLE X. CONFLICTS OF INTEREST 10

ARTICLE XI. AMENDMENTS 10

ARTICLE XII. RULES OF PROCEDURE 10

ARTICLE XIII. DISSOLUTION 11

ARTICLE XIV. INDEMNIFICATION 11

ARTICLE I. NAME 3

ARTICLE II. LOCATION 3

ARTICLE III. PURPOSE	3
ARTICLE IV. MEMBERSHIP	3
Section 1. Eligibility	3
Section 2. Admission	3
Section 3. Type of Membership	3
Section 4. Tenure	4
Section 5. Dues	4
ARTICLE V. MEETINGS OF THE MEMBERSHIP	4
Section 1. Annual Meeting	4
Section 2. Special Meetings	4
Section 3. Notice of Meetings	4
Section 4. Action by Written Consent	4
Section 5. Proxies Voting	4
Section 6. Quorum	5
ARTICLE VI. BOARD OF DIRECTORS	5
Section 1. Consist	5
Section 2. Function	5
Section 3. Meetings	5
Section 4. Notice	5
Section 5. Quorum	5
Section 6. Manner of Acting	5
Section 7. Action by Unanimous Written Consent	5
Section 8. Vacancies	6
Section 9. Compensation	6
Section 10. Removal	6
ARTICLE VII. OFFICERS	6
Section 1. Officers of the CORPORATION	6
Section 2. President	6
Section 3. Vice President, Programs	6
Section 4. Vice President, Membership	6
Section 5. Secretary	7
Section 6. Treasurer	7
Section 7. Election and Tenure	7
Section 8. Removal	7
Section 9. Vacancy	7
ARTICLE VIII. ADVISORY BOARD	8
Section 1. Designation	8
Section 2. Chairpersons	8
Section 3. Meetings	8
Section 4. Vacancies	8
Section 5. Rules	8
ARTICLE IX. COMMITTEES	8
Section 1. Designation	8
Section 2. Chairpersons	9
Section 3. Vacancies	9
Section 4. Rules	9
ARTICLE X. CONFLICTS OF INTEREST	9
ARTICLE XI. AMENDMENTS	9
ARTICLE XII. RULES OF PROCEDURE	9
ARTICLE XIII. DISSOLUTION	10

WTS ATLANTA CHAPTER BYLAWS

ARTICLE I. NAME

The name of the **CORPORATION** is the Women's Transportation Seminar of Atlanta (**WTS Atlanta**), hereafter called **CORPORATION**. Said **CORPORATION** is a chapter of the Women's Transportation Seminar, hereafter called WTS, headquartered in the metropolitan area of the District of Columbia.

ARTICLE II. LOCATION

The principal office of the **CORPORATION** shall be located in Atlanta, Georgia.

ARTICLE III. PURPOSE

The vision of the **CORPORATION** is equity and access for women in transportation. The mission of the **CORPORATION** is to attract, sustain, connect and advance women's career to strengthen the transportation industry. The objectives of the **CORPORATION** 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 **CORPORATION** shall be consistent with applicable federal, state and local laws and legal requirements and applicable tax exemption requirements, including the requirement that the **CORPORATION** 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 the field of transportation. Membership shall not be denied to anyone in the field of transportation on the basis of race, religion, disability, national origin, sexual orientation, gender identity, or gender.

Section 2. Admission

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

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.

Section 4. Tenure

Membership shall be for 12 months unless other promotions established by the WTS International Board of Directors 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.

ARTICLE V. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting

An Annual Meeting of the membership shall be the first meeting of the year held in January for the purpose of presenting reports of activities of WTS Atlanta. The day, time and place 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 purpose of any meeting of membership shall be delivered by electronic communications 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. Such notice shall be delivered by electronic communications as authorized by members by approving the WTS International Bylaws. Such authorization shall remain valid as long as the member remains a member unless the member revokes such authorization by written notice to the Secretary of the Board.

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.

Section 5. Proxies Voting

At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after 30 days from the date of its execution, unless otherwise provided in the proxy. Voting on all matters by members shall be normally conducted electronically. If a member prefers not to receive a ballot by electronic communications, such member must submit a written request to the Secretary of the WTS Atlanta Board at the time such member pays the annual dues for such ballot to be sent to that member by mail. If a vote is to take place at a meeting, members may vote in person at the meeting, by mail, or by electronic communications.

Section 6. Quorum

The members holding at least 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 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 and four Directors at Large. 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. The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the **CORPORATION**.

Section 3. Meetings

The Board of Directors shall meet four times a year **at least once per quarter per calendar** year with special meetings called as necessary. Special meetings may be requested by a Board of Directors member or not less than one-fifth of members having voting rights.

Section 4. Notice

Notice of special meetings of the Board of Directors shall be given at least two business 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, a majority of the Board of Directors present may adjourn the meeting.

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 **is given by a majority of the Board of Directors** 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 appointed 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.

Section 10. Removal

Any officer or board member elected or appointed may be removed by the Board of Directors whenever in its judgement 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.

ARTICLE VII. OFFICERS

Section 1. Officers of the CORPORATION

The officers of the **CORPORATION** shall be a President, two Vice Presidents, 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, Programs

The Vice-President, Programs 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. Vice-President, Membership

The Vice-President, Membership 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 5. 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 **current contact information** 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 6. 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; **overseeing that the financial operations meet legal standards and that the organization is in compliance with all required legal and audit standards and that the organization is in compliance with all required legal and regulatory requirements governing tax filing and financial reports,** and such other duties as may be assigned by the President or by the Board of Directors.

Section 7. Election and Tenure

The officers of the **CORPORATION** shall be elected by the members for a two-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. 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. **Candidates running for President shall have served a full term on the Board of Directors within the last six (6) years. Should no candidates meet the requirements, the current Board of Directors can waive this requirement.**

Section 8. Removal

Any officer **or Board member** 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 9. 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. ADVISORY BOARD

Section 1. Designation

The Board of Directors may designate up to six (6) persons to serve as an Advisory Board, whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions 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. The Advisory Board Members will be selected annually at the first of the year or at anytime deemed necessary by the Board of Directors. There is no limit to the number of terms in which an Advisory Board Member can serve. The Advisory Board has no voting power on the Board of Directors.

Section 2. Chairpersons

For the Advisory Board, the President shall appoint one (1) or two (2) persons to chair the Advisory Board. Each chair appointment shall be until the end of the officer's term. The remaining members of the Advisory Board shall be appointed by the Board of Directors.

Section 3. Meetings

The Advisory Board must meet in person at least once per year to review the Chapter Budget, Program Calendar and discuss any other matters related to the chapter and strategic planning of the chapter.

Section 4. Vacancies

Vacancies in the Chair of the Advisory Board 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 Advisory Board shall be filled by the Chair with the consent of the Board of Directors for the remainder of the unexpired term.

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.

ARTICLE IX. 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, to carry out the management of tasks delegated to them. 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. Chairpersons

For each committee, the President shall appoint one (1) or two (2) persons to chair the committee. Each chair appointment shall be until the end of the **calendar year**. 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. 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 5. 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 X. CONFLICTS OF INTEREST

Conflict of Interest definitions, full disclosure, policies, and interested parties are in accordance with the most current Conflicts of Interest Article included in the Bylaws of WTS International.

ARTICLE XI. 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 from a member and adopted by a majority of the voting members of the **CORPORATION** at which a quorum is attained. **New, altered, or amended bylaws must be put to the Board of Directors for approval to put to a vote by members. These bylaws may be altered, amended, or repealed by a majority of those members who voted on the proposed amendments, additions or deletions. Voting shall be conducted by the members eligible to participate by electronic ballot.**

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, **Newly Revised**. 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.

ARTICLE XIV. INDEMNIFICATION

Section 1. General

The CORPORATION shall indemnify any individual who is a present or former Officer of the CORPORATION who by reason of service in that capacity was, 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, to the full extent permitted in Georgia.

Section 2. Advancement of Expenses

Reasonable expenses incurred by 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 member and shall insure 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 member of the CORPORATION who serves or served in such capacity at any time while this Article XIV 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 member 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.

Section 4. No Contractual Liability

No individual shall be individually or jointly and severally liable for the contractual obligations or debts of the CORPORATION by virtue of having served as an Officer of the CORPORATION.

APPROVED BY THE WTS MEMBERSHIP DATE: _____

APPROVED: _____

(Print Name)

(Signature)

(President)

(Dated)

ATTESTED: _____

(Print Name)

(Signature)

(Secretary)

(Dated)