

**WTS INTERNATIONAL
FLORIDA'S CAPITAL AREA CHAPTER BYLAWS**

ARTICLE I. NAME

The name of the **CORPORATION** is the Women's Transportation Seminar of Florida's Capital Area, hereafter called The **CORPORATION**. Said **CORPORATION** is a chapter of the Women's Transportation Seminar, headquartered in the metropolitan area of the District of Columbia.

ARTICLE II. LOCATION

The principal office of the **CORPORATION** shall be located in Tallahassee, Florida.

ARTICLE III. OBJECTIVE

This **CORPORATION** endorses the objectives of WTS International to promote the advancement of women in the transport 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 **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 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 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 take place for the purpose of transaction of business. The day fixed for the Annual Meeting will be designated by the Chapter Board of Directors.

Section 2. Special Meetings

Special Meetings may be called by the President, the Chapter Board of Directors, or not less than one-third (1/3) 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 five (5) 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 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

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 sixty (60) days from the date of its execution, unless otherwise provided in the proxy.

Section 6. Quorum

The members 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 any meeting, a majority of the members present may adjourn the meeting.

Section 7. Voting

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

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Consist

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

Section 2. Function

The Chapter 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 Chapter Board of Directors shall meet a minimum of four (4) times a year with special meetings called as necessary. Meetings may be conducted via teleconference. Special meetings may be requested by a member of the Chapter Board of Directors or not less than one-third (1/3) of members of the Chapter Board of Directors having voting rights.

Section 4. Notice

Notice of special meetings of the Chapter Board of Directors shall be given at least five (5) days previously, in person, by mail, or electronic media to each member of the Chapter Board of Directors.

Section 5. Quorum

A majority (51%) of the Chapter Board of Directors members shall constitute a quorum for the transaction of business at any meeting of the Chapter Board of Directors. If less than a majority (51%) of the Chapter Board of Directors is present at said meeting, a majority of the Chapter Board of Directors present may adjourn the meeting.

Section 6. Manner of Acting

The act of the majority of the Chapter Board of Directors members present at a meeting at which a quorum is present shall be the act of the Chapter Board of Directors unless the act of a greater number is required by law or by these bylaws.

Section 7. Vacancies

Any vacancy occurring in the Chapter Board of Directors by reason of resignation, removal, or otherwise and any newly created Chapter Board of Directors position shall be filled by the Chapter Board of Directors. A Chapter Board of Directors member appointed to fill a

vacancy shall be elected for the unexpired term of her/his predecessor in office. The Board member filling a midterm vacancy may serve a maximum of two consecutive terms in that position. Serving the midterm position constitutes one term if the member serves at least half of the unexpired term. If vacancies occur among the Chapter officers for whom these bylaws do not provide a clear remedy, a majority of the remaining Board of Directors with voting authority are empowered to create ad hoc rules to respond to the situation, including interim appointments, special elections, or leaving the position vacant until the next election cycle.

Section 8. Compensation

Chapter Board of Directors members as such 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 a President, a Vice President, a Secretary, a Treasurer and the Immediate Past President. There may be additional officers if deemed necessary by the Chapter 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 Chapter Board of Directors and shall have the power to appoint chairs of committees subject to the approval of the Chapter Board of Directors. The President may sign with the Secretary any deeds, mortgages, bonds, contracts, or other such documents with which the Chapter 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 Chapter 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 Chapter Board of Directors.

Section 4. Secretary

The Secretary shall be the guardian of Corporate records. The Secretary is responsible for keeping a summary of all the meetings of the members and the Chapter Board of Directors; for keeping a current register of the post office address of each member of the **CORPORATION**; for keeping 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 Chapter 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 Chapter 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 Chapter Board of Directors.

Section 6. Immediate Past President

The Immediate Past President shall serve as the Chairperson of the Nominating Committee and have such other rights and duties as may be assigned by the President of the Chapter 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 Chapter Board of Directors. Any member in good standing with WTS and 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.

Section 8. Removal

Any officer elected or appointed may be removed by the Chapter Board of Directors whenever in its judgment the best interests of the **CORPORATION** would be served. Such removal will be initiated by the Chapter Board of Directors, but must have the approval of two-thirds (2/3) of the Chapter Board of Directors. Such removal shall be without prejudice.

ARTICLE VIII. COMMITTEES

Section 1. Designation

The Chapter 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 Chapter 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 the election of new officers. The remaining members of the committee shall volunteer or be appointed by the Chair with the consent of the Chapter Board of Directors.

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 Chapter Board of Directors for the remainder of the unexpired term.

Section 4. Quorum

Unless otherwise provided in the resolution of the Chapter 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 Chapter Board of Directors.

Section 6. Ad Hoc Committee

The President may establish any ad hoc committee that the President or the Chapter 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 66% majority of the voting members of the **CORPORATION** at which a quorum is attained, in person or by proxy. New bylaws may be proposed by the Chapter Board of Directors or from a member and adopted by a 66% majority of the voting members of the **CORPORATION** at which a quorum is attained, in person or by proxy. Voting shall be conducted in a meeting of the members or by mail or electronic mail ballot distributed to the members eligible to participate.

ARTICLE X. RULES OF PROCEDURE

The Chapter Board of Directors may establish rules, protocols and guidelines 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 Chapter 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 Chapter President.

ARTICLE XI. DISSOLUTION

Upon dissolution of the **CORPORATION**, the Chapter 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 are organized exclusively for such purposes.

APPROVED: Sheri L. Coven
(Print Name)

Sheri L. Coven
(Signature)

President
(Title)

July 15, 2016
(Dated)

ATTESTED: Juanita Sapp
(Print Name)

Juanita Sapp
(Signature)

Treasurer
(Title)

July 15, 2016
(Dated)