

WTS HOUSTON CHAPTER BYLAWS

WTS Houston Chapter
May 2019

ARTICLE I. Name

The name of the Corporation is Women's Transportation Seminar (WTS) – Houston Chapter

ARTICLE II. Location

The principal office of the Corporation shall be located in Houston.

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.

Section 2. Admission

Members shall be admitted upon the annual payment of all fees and dues to WTS International.

Section 3. Type of Membership

The WTS International Board of Directors establishes appropriate categories of membership, and establish policies for the benefits conferred with each type of membership and the obligations of members to remain in good standing.

Section 4. Dues

The WTS International Board of Directors establish the annual fee for membership.

ARTICLE V. Meetings of the Membership

Section 1. Annual Meeting

An annual meeting of the Chapter membership shall normally be held for the purpose of presenting reports of activities of the Corporation. The day, time and place fixed for the Annual Meeting will be designated by the Chapter Board of Directors.

Section 2. Special Meetings

Special meetings of the Chapter membership may be called by the President, the Chapter Board of Directors, or not less than one-tenth (1/10) of the members having voting rights. No business may be introduced for vote at a special meeting that was not included in the notice for the meeting.

Section 3. Notice of Meetings

Written notice stating the place, day, hour, and purpose of any meeting of the Chapter membership shall be delivered personally, 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. Distribution by the Internet or electronic communications technology media may be used if approved by applicable law.

Section 6. Quorum

Chapter members holding one-fifth (1/5) of the votes present in person, including electronic or telephonic participation, shall constitute a quorum at a meeting of the Chapter members. If a quorum is not present at any meeting of the Chapter members, a majority of the members present may adjourn the meeting to another date.

Section 7. Voting

Where Chapter Board of Directors are to be elected by the members, such election may be conducted by electronic ballot in such manner as the Chapter Board of Directors shall determine.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Authority and Duties

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. Members of the Board 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.

Section 2. Composition

The Chapter Board of Directors shall be:

- President,
- Vice President,
- Secretary,
- Treasurer,
- The Immediate Past President,
- Director of Community,
- Director of Programs,
- Director of Membership,
- Director of Student Relations and the
- Chapter Southwest Region Representative (appointed, non-voting).

Each member of the Chapter Board of Directors must be a member of the Corporation.

Section 3. Meetings

The Chapter Board of Directors of Directors shall hold regular meetings to transact any business within its powers. The Board shall meet a minimum of 4 times a year with special meetings called as necessary. Special meetings may be requested by a member of the Chapter Board of Directors or not less than 1/5 of members having voting rights.

Section 4. Notice and Frequency of Board Meetings

Notice of special meetings of the Chapter Board of Directors shall be given at least two (2) days previously, in person, by mail, or electronic media to each member of the Chapter Board of Directors.

Section 5. Quorum

A majority 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 of Directors. If less than a majority of the 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 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 due to resignation, incapacitation, removal, disqualification, or otherwise, shall be filled by election by the Board of Directors, except a vacancy in the position of Chair shall be filled by the Chapter President. A person elected to fill a vacancy shall be elected for the predecessor's unexpired term in the office. The person filling a midterm vacancy in a Director at Large position may serve a maximum of two (2) terms consecutively in that position. Serving the midterm Director at Large position constitutes one term, if the person serves at least half of the unexpired term. The person filling the midterm vacancy in an Officer position may serve a maximum of one (1) term in that position. Serving the midterm Officer position constitutes one term, if the person serves at least half of the unexpired term.

Section 8. Removal

Any member elected or appointed to the Chapter Board of Directors, including any officer, 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 and must have the approval of a majority of the Chapter Board of Directors. Such removal shall be without prejudice.

Section 9. Compensation

Chapter Board of Directors members as such shall not receive any salaries or compensation for their services.

ARTICLE VII. Elections of Board of Directors

Section 1. Elections

The members of the Corporation shall be elected by the members for a two (2) year term of office commencing January 1 through December 31. The election will be conducted by electronic media in a manner determined by the Chapter Board of Directors. Any member in good standing with the Corporation shall be eligible to hold office. The person holding the position of Vice President shall, unless the individual declines the nomination, automatically become the candidate for President on the ballot. The ballot or accompanying materials will contain instructions for voting, the date on which voting shall begin and end, and information regarding each candidate seeking election. Candidates receiving a majority of the votes cast for the position will be elected. 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.

The Chapter Southwest Region Representative shall be appointed by the President with the approval of the majority of the Board of Directors.

Section 2. Term Limits

The term of office of an elected Officer and Director at Large is two years. 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.

ARTICLE VIII. OFFICERS

Section 1. Officers of the Corporation

The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. 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 President of the Chapter Board of Directors and shall preside at all meetings of the members and the Chapter Board of Directors. The President shall have the power to appoint volunteers to key leadership positions such as committee chairs not elected by the members and subject to the approval of the Chapter Board of Directors. The President and the Vice President may sign any deeds, mortgages, bonds, checks, 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 the minutes 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 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.

ARTICLE IX. 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 term shall continue through the current election cycle. The remaining members of the committee shall volunteer or be appointed by the Chapter 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 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. 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.

Section 6. Meetings.

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 by electronic communications. Committees shall use procedures that include decisions made by majority or unanimous consent, and in accordance with the WTS Bylaws, Roberts Rules of Order, Newly Revised, for committees and WTS Chapter Policies and Procedures.

ARTICLE X. AMENDMENTS

These bylaws may be altered, amended, or repealed by a majority of the voting members of the Board of Directors at which a quorum is attained. New bylaws may be proposed by the Chapter 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 XI. RULES OF PROCEDURE

The Chapter 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 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 XII. 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.

These Bylaws are approved by the Chapter Board of Directors

APPROVED:

ATTESTED:



(Signature)

Angela McMurray

(Print Name)

President

(Chapter President)

November 25, 2019

(Date)



(Signature)

Stephanie Guillot

(Print Name)

Vice President

(Chapter Vice President)

November 25, 2019

(Date)