

# BYLAWS



**> Central Florida**

**Advancing women  
Advancing transportation**

WTS CENTRAL FLORIDA CHAPTER  
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# Women's Transportation Seminar (WTS) Central Florida Chapter **BYLAWS**

## **ARTICLE I. Name**

The name of the Corporation is the Women's Transportation Seminar - Central Florida Chapter hereafter called WTS Central Florida. Said Corporation is a chapter of the Women's Transportation Seminar, hereafter called WTS International, headquartered in the metropolitan area of the District of Columbia.

## **ARTICLE II. Location**

The administrative office of the Corporation shall be located in Orlando, Florida.

## **ARTICLE III. Objective**

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 Association 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. transportation, in alignment with WTS International Codes of Ethics and Conduct.

### **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 policies for the benefits conferred with membership and the obligations of members to remain in good standing.

### **Section 4. Dues**

WTS International Board of Directors establishes the annual fee for membership. 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 chapter membership shall take place for the purpose of presenting reports of activities of the Corporation. The day, time and place 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 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 place, day, hour and purpose of any meeting of the Chapter membership shall be delivered either personally, by electronic communications, or by mail to each member entitled to a vote at such meeting, not less than ten (10) or 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 4. Quorum**

One fifth (1/5) of the Chapter members holding voting rights, including electronic or telephonic participation, present at a meeting of the Chapter members shall constitute a quorum. 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 5. 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 procedures, and programs.

### **Section 2. Composition**

The Chapter Board of Directors shall be the officers of the Corporation, the Immediate Past President and a minimum of three (3) and not to exceed five (5) Directors at large. Each member of the Board of Directors must be a member of the Corporation.

### **Section 3. Meetings**

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

### **Section 4. 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 5. 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. Any action required or permitted to be taken by the Corporation may be taken without a meeting if all members of the Board of Directors with voting rights unanimously consent in writing, including electronic communication, to such action. Such written consent or consents shall be filed with the proceedings of the Board.

### **Section 6. Vacancies**

Any vacancy occurring in the Chapter Board of Directions by reason of resignation, incapacitation, removal, disqualification, or otherwise, shall be filled by appointment by the Chapter Board of Directors after review by the Nominations Committee, except a vacancy in the position of

President which shall be filled by the Vice President. A person appointed to fill a vacancy shall be appointed for the unexpired term in office. Serving the midterm position constitutes one term if the person serves at least half of the unexpired term.

### **Section 7. 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 8. Compensation**

Chapter Board of Directors, members of Standing Committees, or members of the Corporation shall not receive any stated remuneration 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. Elections of Chapter Board of Directors**

### **Section 1. Elections**

The Board of Directors of the Corporation shall be elected by the members for a one (1) 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 the Nominations Committee vetted slate of candidates, 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 due to write-in candidates, 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.

### **Section 2. Term Limits**

The term of office of an elected Officer and Director at Large is one (1) year. A Board member may not hold more than one concurrent office. Any member of the Chapter Board of Directors shall not be eligible to serve more than two consecutive terms in the same office. A Board member will serve no more than five (5) consecutive elected terms on the board without taking a term off of the board.

## **ARTICLE VIII. Officers**

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

The officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer.

### **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 shall sign 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. An additional officer shall sign when a second signature is required. 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 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 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 duties as may be assigned by the President or by the Board of Directors.

### **Section 5. Treasurer**

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 as approved by the Board of Directors, prepare financial records 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 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. Chairperson(s)**

For each committee, the Board of Directors shall appoint one (1) or two (2) persons to chair the committee. Each chair appointment shall be until the election of a new Chapter Board of Directors. 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 or 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 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 an 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 scope and in time frame. Once the task or function or 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 Chapter Bylaws for committees and WTS Chapter Policies and Procedures.

## **ARTICLE X. Amendments**

A member of the Chapter Board of Directors or a member of the Corporation may propose new, amended, changes, updates, or edits to these Bylaws and such new, amended, changes, updates, or edits to these bylaws may be adopted by a majority of the voting members of the Chapter base membership 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 Board of Directors shall be conducted in accordance with the most recent addition 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 Chapter President.

## **ARTICLE XII. 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 to dissolve. Any such remaining assets shall be donated to WTS Foundation unless otherwise regulated by the legal jurisdiction in which the Corporation is incorporated.

These Bylaws have been approved by base Chapter membership.

DATE: September 15, 2021