

**WTS CENTRAL PENNSYLVANIA CHAPTER  
BYLAWS**

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## WTS CENTRAL PA CHAPTER BYLAWS

### ARTICLE I. NAME

The name of the **CORPORATION** is the Women's Transportation Seminar (WTS) of Central PA hereafter called the **CORPORATION**.<sup>1</sup> 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 principal office of the **CORPORATION** shall be located at the "Office of Treasurer".

### ARTICLE III. OBJECTIVE

This **CORPORATION** endorses the objectives of WTS International to promote the vision of 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 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 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 normally be held in January for the purpose of presenting reports of activities of the CORPORATION, installing the new Board of Directors, presenting awards to recipients, and for the transaction of such other business as may come before the meeting. The time, day, 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 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 membership, including special meetings mentioned in Section 2, shall be delivered either personally, by mail, or other electronic media to each member entitled to vote at such meeting, not less than 10 days or more than 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 6. Membership Voting**

The mechanism for membership voting shall be determined by the Board of Directors on a case-by-case basis. Voting may be accomplished at the annual meeting, at special meetings, through email, through an online survey service website, by fax, via conference call, or by other appropriate means as specified by the Board of Directors. If a member prefers not to receive a ballot by electronic communications, such member must submit a written request to the Secretary of the Board at the time such member pays 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 electronic communications.

### **Section 7. Quorum**

The members holding 1/5 of the votes which may be cast at any meeting or other voting mechanism 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 (President, Vice-President, Secretary, and Treasurer) of the **CORPORATION** and the Immediate Past President, with a minimum of (4) four directors at large and standing committee chairs. 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 a minimum of 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 of members having voting rights.

Section 4. Notice

Notice of special meetings of the Board of Directors shall be given at least (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 are 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 in writing or email, 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, incapacitation, 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

Any member of the Board of Directors 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, 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. The President position requires a minimum of one (1) year serving on 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 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 invoices 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. The Treasurer position requires a minimum of one (1) year serving on the Board of Directors.

Section 6. Election and Tenure

The officers of the **CORPORATION** shall be elected by the members for a 2-year term of office commencing on January 1 of the odd numbered year through December 31 of the following even numbered year. Committee chairs of the **CORPORATION** shall be elected by the members for a 2-year term of office commencing on January 1 of the even numbered year through December 31 of the following odd numbered year. 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, except as noted in Article VII Section 2 and Article VII Section 3. Serving a 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 (1) 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 President shall appoint at least one (1) person to chair the committee. Each Chair appointment shall be until the installation of the new Board. 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

A majority of the members of a committee present at any meeting either in person or by electronic communication shall constitute a quorum and the 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. CONFLICTS OF INTEREST**

Section 1. Full Disclosure

Any member of Board of Directors or committee member having an interest in a contract or other transaction with the **CORPORATION** shall disclose such interest to the Board, or proposer committee thereof, for consideration, authorization, approval, or ratification and shall make a prompt, full, and frank disclosure of the person's interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or transaction which might reasonably be construed to be adverse or potentially adverse to the **CORPORATION'S** interests.

Section 2. Procedure

The Board or proper committee thereof to which such disclosure is made, shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall recuse themselves and not vote, nor use personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and that a quorum was present.

Section 3. Policies

The Board may adopt conflicts of interest policies requiring:

- (a) Regular annual statements from members of the Board of Directors, officers, or

- committee members that disclose existing and potential conflicts of interest; and
- (b) Corrective and disciplinary actions with respect to transgression of such policies.

Section 4 Interested Parties

For purpose of the Article IX, a person shall be deemed to have an “interest” in contract or other transactions if the person is the party (or one of the parties) contracting or dealing with the **CORPORATION**, or is the director, trustee or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with the **CORPORATION** other than corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the **CORPORATION**. An organization may also be designated as a competing organization if it takes positions on public policies that are contrary or in opposition to those positions taken by WTS.

**ARTICLE X. 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.

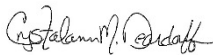
**ARTICLE XI. RULES OF PROCEDURE**

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. Deliberation of issues affecting the organization may be carried on by alternative methods consistent with these bylaws and at the discretion of the Chair.

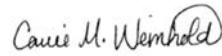
**ARTICLE XII. DISSOLUTION**

Upon dissolution of the **CORPORATION**, the Board of Directors shall pay or make provisions for the payment of all debt 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: Crystalann M. Deardorff  
(President Print Name)

 11/20/2018  
(President Signature) (Dated)

ATTESTED: Carrie Weinhold  
(Secretary Print Name)

 11/20/2018  
(Secretary Signature) (Dated)