

# **WTS CENTRAL PENNSYLVANIA CHAPTER BYLAWS**

**October 2022**

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# **WTS CENTRAL PENNSYLVANIA CHAPTER BYLAWS**

## **ARTICLE I. NAME**

The name of the Corporation is the Women's Transportation Seminar (WTS) of Central Pennsylvania (PA), hereafter called the Corporation. 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 the greater Harrisburg , Pennsylvania area, or at the "Office of Treasurer".

## **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 careers 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, 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, in alignment with WTS International Codes of Ethics and Conduct.

### **Section 2. Admission**

Members shall be admitted upon the 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 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. All dues payments are 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 normally be held for the purpose of presenting reports of activities of the Corporation. The time, day, 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 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 either personally, by mail, or electronic communications 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 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 and Manner of Acting

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. The act of a majority of the voting members present at a meeting of the voting members at which a quorum is present shall be the act of the members for all matters voted upon by the voting members, unless the act of a greater number is required by these Bylaws or the Articles of Incorporation.

**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 the President, Vice President, Secretary, Treasurer, the Immediate Past President, up to five (5) Directors at Large, and/or standing committee chairs not represented by a Director at Large. Each member of the Chapter 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 a 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 a Board of Directors member or not less than 1/5 of 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. If less than a majority 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 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 Directors due to resignation, incapacitation, removal, disqualification, or otherwise, shall be filled by appointment by the Board of Directors after review by the Nominations Committee, except a vacancy in the position of President shall be filled by the Vice President. A person appointed to fill a vacancy shall be appointed for the predecessor's unexpired term in the 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, however they shall be entitled to be paid for their traveling and other expenses properly incurred by them in connection with the affairs of the Corporation, in attending meetings of the Corporation so long as they are approved by the Chapter Board of Directors.

**ARTICLE VII. 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 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 Corporation 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 VIII. ELECTIONS OF BOARD OF DIRECTORS**

Section 1. Elections

The Chapter Board of Directors, with the exception of the Past President, 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 a 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 Chapter Board of Directors member is two (2) years. Any member of the Board of Directors shall not be eligible to serve more than two (2) consecutive terms in the same office. A member of the Chapter Board of Directors will serve no more than six (6) consecutive elected terms on the board without taking a term off of the board.

**ARTICLE IX. COMMITTEES**

Section 1. Designation

The Chapter 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 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 may appoint at least one (1) person to chair the committee that does not have an elected chair. Each Chair appointment shall serve at the request of the President. The remaining members of the committee shall volunteer or be appointed by the Chair of said committee 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

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. 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 for committees and WTS Chapter Policies and Procedures.

**ARTICLE XI. 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 XIII. 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, 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 XIV. DISSOLUTION**

Upon dissolution of the Corporation, the Chapter governed by the Board of Directors shall pay or make provisions for the payment of all liabilities of the Corporation. This payment 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: October 20, 2022