

As Accepted – June 14, 2019

BYLAWS OF ITS-MICHIGAN

A LOCAL CHAPTER OF ITS AMERICA

AS AMENDED June 14, 2019

TABLE OF CONTENTS

	<u>PAGE</u>
I. PURPOSE	3
II. MEMBERSHIP	4
III. BOARD OF DIRECTORS	6
IV. OFFICERS	9
V. ELECTIONS	11
VI. COMMITTEES	11
VII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS	16
VIII. BOOKS AND RECORDS	16
IX. FISCAL YEAR	17
X. LIMITAION ON CHAPTER ACTIVITIES	17
XI. INDEMNIFICATION	17
XII. PROCEDURE	17
XIII. AMENDMENTS TO THE BYLAWS	18

ITS MICHIGAN BYLAWS

I. Purpose

Purpose. The Intelligent Transportation Society of Michigan is a force to proactively unite Michigan resources for the planning, development, and deployment of Intelligent Transportation Systems. This State Chapter of ITS America (hereinafter “Chapter”) supports the national corporate purpose to promote improved mobility and to promote, encourage and advance a system of safer, more economical, energy-efficient and environmentally sound transportation systems through research, development, and implementation of advanced technology.

This Chapter is named the Intelligent Transportation Society of Michigan, and is hereafter referred to as ITS Michigan. The regional confines of this Chapter are limited to the State of Michigan. The Chapter is organized and shall be administered and operated as a private, non-profit organization for several purposes:

- To promote professional development of those interested in ITS.¹
- To advocate the development and deployment of ITS of benefit to Michigan, and to serve as a voice for Michigan’s ITS concerns at all levels.
- To create a network of professional relationships among individuals and groups.
- To conduct a variety of chapter activities.
- To promote ITS within the State of Michigan.
- To build conditions for the furtherance of ITS that take advantage of Michigan’s unique blend of ITS resources.
- To educate the people of Michigan as to the benefits ITS holds for all citizens.

II. MEMBERSHIP

1. Classes. There shall be four classes of membership as described below.
 - (a) Organizational membership shall be open to companies, corporations, associations, governmental agencies, universities, and other organizations interested in advancing the purposes of the Chapter. All members shall have the same rights, privileges, duties, and obligations.
 - (b) Individual memberships shall be available to any individual who is not represented by an organization or who is represented by an organization with 2 or fewer employees. Individual members shall have the same rights, privileges, duties, and obligations as organizational members. Lifetime memberships shall be available to individual members.
 - (c) Affiliate memberships shall be available to any individual whose employer also is an organizational member of the Chapter.
 - (d) Student memberships shall be available to students who are actively enrolled at an accredited college, university, community college or a trade school, within Michigan. They must not be a current employee of a company, corporation, association, governmental agencies, or other organization meeting the membership classes defined above.
2. Membership Participation. Each Organizational Member and each Individual Member of the Chapter is entitled to have one or more representatives attend meetings of the membership. Affiliate and Student members shall be able to participate in all Chapter activities.
3. Applications. Any organization, individual, affiliate or full-time student desiring to become a member of the Chapter must apply on forms approved and supplied by the Chapter. Applications must be accompanied by the dues required for the first year of membership.

Organizational applicants shall designate a primary representative who will serve as a contact to administer the organization's membership in the Chapter as might be necessary. Organizational membership entitles each organization to have up to three individuals on the Chapter mailing list. Additional affiliate memberships for member organizations may be added by paying affiliate member dues determined by the Board of Directors.

4. Dues.

(a) Amounts. The Board of Directors shall establish the amount of any initiation fee, dues, or other charges required to be paid by members. A dues structure will be established by the Board of Directors.

(b) Delinquency. Members whose dues are more than ninety days in arrears may be suspended, and may not vote, pending payment. Members and affiliates whose dues are more than one hundred twenty days in arrears may be terminated as members or affiliates.

5. Meetings.

(a) Annual Business Meeting. There shall be an annual business meeting of the membership of the Chapter and will be held at a time and place determined by the Board of Directors and the Program Coordination Committee. A report of the financial condition of the section shall be made by the Treasurer at the Annual Meeting. Committee reports and reports by the President may be made at any meeting.

(b) Special Meetings. A special meeting of the members shall be held upon the call of the Board of Directors or the written request signed (within any 60-day period) by one-third of the members, at the time and place stated in the call. The call or request for the meeting shall state its purpose or purposes.

(c) Notice. The Secretary of the Chapter shall notify all members of the Chapter of each meeting by mail or other appropriate means not more than sixty (60) days, nor less than ten (10) days before the date of the date of the meeting. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called.

(d) Quorum. The presence in person of 20 percent of the members of the Chapter shall constitute a quorum for the transaction of business at any meeting of the membership.

6. Termination of Membership.

(a) General Rule. Membership in the Chapter shall terminate upon the resignation of a member; upon termination for failure to pay dues; or upon expulsion from membership for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter.

(b) Expulsion. No member shall be expelled, except for failure to pay dues, without due process. Expulsion shall be upon a two-thirds vote of the directors present at a Board of Directors meeting.

(c) Forfeiture. Upon termination of membership in the Chapter, any and all rights and privileges of membership, and any interest in the property or other assets of the Chapter, shall be forfeited by the member.

(d) Liability for Dues. Termination of any membership shall not relieve the former member from liability for any unpaid due or other duly assessed fees. No former member having any outstanding charges for unpaid dues or fees shall be readmitted to membership without payment of those amounts.

III. BOARD OF DIRECTORS

1. General Powers. The property, affairs, and business of the Chapter shall be managed and controlled by its Board of Directors. A board member may designate a representative from his or her organization to attend a board meeting and cast his or her vote if the designated board member cannot attend. The Board of Directors may, by general resolution, delegate to officers of the Chapter and to committees such powers as are provided for in these bylaws.

The Board of Directors shall address all issues as may be necessary, and which are not specifically identified and otherwise indicated in the bylaws.

2. Directorship. The number of directors shall be between 25 and 30, including the President, Vice President, Treasurer, Secretary, and immediate Past President of the Chapter. A director shall be an employee of an organizational member of the Chapter or an individual member. A permanent seat on the Board of Directors will be reserved for the Michigan DOT. The Executive Director of ITS America or their designee shall serve as ex-officio, non-voting member of the Board of Directors. There shall be an attempt to balance the representation on the Board between the public (including academic) and the private sectors.³

3. Qualifications. At all times the Board of Directors must be drawn from organizations that are members in good standing with ITS Michigan.

4. Terms. The term of the directors shall commence June 1 following the May board meeting. The directors shall serve terms of three (3) years, to begin at the close of the May board meeting at which their election is announced, and end at the close of the third, following the May board meeting. Terms shall be staggered such that one-third of the directors' terms expires annually. When filling vacant board positions with different terms, the elected

board member with the greatest number of votes shall be given the longest terms. In case of a tie, a lottery shall be used.

5. Election. The directors shall be elected by mail, electronic means or personal ballot of the Board of Directors prior to the May board meeting from a slate prepared by the Nominating Committee.

6. Removal. A director may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a majority vote of the sitting directors. A director may be removed summarily by the President, with the consent of the board, for accumulating three unexcused absences from regularly scheduled board meetings during any twelve-month period. An excused absence is one excused in writing (electronic means acceptable), in advance of the meeting, by the President.

7. Resignation. A director may resign from the Board of Directors by written notice to the board. Unless another time is specified in the notice or determined by the board, a director's resignation shall be effective upon receipt by the board.

8. Vacancies. Any vacancy on the Board of Directors will be filled by a nominee of the President within 60 days and will be subject to majority approval by vote of the Board of Directors.

9. Meetings.

- (a) The President shall set the time and place of the regular meetings of the board.
- (b) Special meetings of the Board of Directors may be called by either the President or upon the written request of any three (3) directors. The President or the directors, who call the meeting, shall fix the time and place of any special meeting.

10. Notice. Notice of the regular meetings of the Board of Directors shall be given at least seven (7) calendar days before the meeting by the secretary. Notice of any special meeting of the Board of Directors shall be given at least three (3) business days before the meeting by the Secretary. In both cases, the notice shall be in writing and delivered personally, by mail (overnight mail, if necessary, for special meeting) or electronic means, to each director at his or her address as shown by the records of the Chapter.

The business to be transacted, and which constitutes the reason for calling the special meeting of the Board of Directors, must be specified in the notice of such meeting. This does not preclude other business as may come up from being conducted at the meeting.

11. Quorum. The presence of a majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board.

12. Manner of Acting. The act of a majority of the directors 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.

13. Informal Action. Any action required by law to be taken at a meeting of directors, or any action that may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, or by electronic means, setting forth the action so taken, shall be signed by a majority of the directors.

14. State Chapter Council. ITS Michigan shall designate a representative and an alternate to serve as official delegate to ITS America's State Chapter's Council. Any representative and alternate so designated shall come from organizations with national membership in ITS America. As designee of Chapter, this person shall also have the ability to participate in ITS America policy task forces as a non-voting member.

15. Voting Rights. Each director is entitled to have one vote in all matters to be voted on by the Board of Directors. Only those Board of Directors in good standing shall be eligible to cast a vote. Organizational, Individual, Affiliate and Student members shall be able to participate in all Chapter activities, but shall have no voting rights.

(a) Votes by Mail. Votes of the Board of Directors may be conducted by mail or by electronic means. The number of ballots returned must satisfy the 20 percent quorum requirement.

(b) Manner of Acting. The act of a majority of the Board of Directors present at a meeting at which a quorum is present or who return ballots, assuming that the quorum requirement is met, shall be considered an act of the Board of Directors, unless the act of a greater number is required by law, by the bylaws, or by Robert's Rules of Order.

IV. OFFICERS

1. Officers. The officers of the Chapter shall be a President, a Vice President, a Treasurer, a Secretary, and the Immediate Past President. All officers shall be board members with a minimum of one year's seniority.

Officers are elected as individuals from member organizations. A member organization has no right to reassign personnel to the officer position held by its employee. ITS Michigan will hold a board meeting during May of each year at which time voting status is discussed. The term of officers shall commence June 1 following the May board meeting.

Officers may retain their status on the Board of Directors if they change employers as long as the new employer is an ITS Michigan member organization and it is approved by the Board of Directors.

2. Appointment. Each officer will be elected by a majority of the Board of Directors for a one-year term of office and should generally not serve more than two consecutive terms in each office. Officers may serve for more than two consecutive terms in each office. This will be subject to approval by the Board of Directors. The terms of office for each officer shall begin on the 1st of June following the May board meeting and shall end on the 1st of June following the next May board meeting.

The immediate Past President shall take office for one year upon the expiration of his/her term as President, and if his/her three-year directorship term has expired, he/she shall become ex-officio, non-voting board member for the period served as Past President.

3. Resignation. An officer may resign by written notice to the Board of Directors. Unless another time is specified in the notice or determined by the board, an officer's resignation shall be effective upon receipt by the board.

4. Removal. Any officer may be removed from office for neglect, dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a two-thirds vote of the directors present at a Board of Directors meeting.

5. Vacancy. A vacancy in any office (except the President), whether because of the directorship's failure to elect any officer, resignation, removal, disqualification, or death, shall be filled by the Board of Directors within 60 days for the unexpired portion of the term.

6. President. The President shall be the chief executive officer and shall exercise general supervision over the affairs of the Chapter consistent with policies established by the Board of Directors. The President shall preside at all

meetings of the members, and at all meetings of the Board of Directors shall be the principal spokesperson for the Chapter; shall appoint the chairpersons of, and serve ex officio on, committees, as described in Section VI.2; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors. The President shall also be responsible for providing at least thirty days advanced notice of its Chapter Annual Meeting to ITS America.

7. Vice President. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President shall perform such other duties as may from time to time be prescribed by the Board of Directors or the President. The Vice President is the President-Elect and shall take the office of the President upon the expiration of the outgoing President's term of office.

8. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the chapter's financial condition. The Treasurer shall be legal custodian of all monies, notes, securities, and other valuables which may from time to time come into the Chapter's possession. The Treasurer shall immediately deposit all funds of the Chapter coming into his/her hands in some reliable bank or other depository approved by the Board of Directors, and shall keep such bank account in the name of the Chapter. Upon request by the Board of Directors, he/she shall furnish a statement of the financial condition of the Chapter annually at a minimum, and shall perform such other duties as these bylaws may require or the Board of Directors may prescribe. The Treasurer shall be responsible for maintaining the financial records and may be required to furnish bond in such amount as shall be determined by the Board of Directors. The Treasurer shall be responsible for submitting the following documents to ITS America on an annual basis:

- a. Annual financial statements
- b. Annual state corporate report
- c. Form 990

9. Secretary. The Secretary shall give notice and attend all meetings of the Chapter; shall keep all non financial records of the Chapter; and shall perform all other duties assigned by the President or the Board of Directors. The Secretary may delegate responsibilities to the Executive Director, if the Board contracts for that service for the Chapter. The Secretary shall be responsible for submitting the following documents to ITS America:

- a. Complete membership roster and slate of officers (to be sent annually, following the May board meeting)
- b. Copies of minutes reflecting any of the following actions; adoption or amendments to bylaws, elections or appointments of board members, officers or representatives (to be sent on an as-needed basis)

- c. Within 30 days after the Annual Business Meeting, Secretary shall provide an electronic version of the agenda and any attachments as well as any summary, if available, of the meeting.

10. Immediate Past President. The immediate Past President shall serve in an advisory capacity in order to ensure continuity and to provide such assistance as may be required by the President.

V. ELECTIONS

1. Nomination Procedure. A slate of nominees for election to the Board of Directors will be prepared by the Nominating Committee (VI 5(a)) for consideration by the Board of Directors each year prior to the May board meeting. Any member may submit written nominations to the Nominating Committee for candidates for election to the Board of Directors. Prior to the May board meeting the Nominating Committee shall survey the membership to determine if other members would be interested in serving on the board. Members may nominate themselves. The Nominating Committee shall review all nominations and verify that each nominee's employee is a member in good standing and has paid all dues and fees owed to the Chapter.

2. Election Procedure. The elections shall be held at least one month prior to the May board meeting. The candidates for the board receiving the highest number of votes cast in person by the directors present and by mail-in ballot will be elected.

VI. COMMITTEES

1. Authority. The standing committees list in VI (5) will be maintained and charged with carrying out the ascribed functions and reporting on the progress of its activities to the Board of Directors at each board meeting. Additional standing committees may be designated by the Board of Directors as necessary. The President may designate ad hoc committees as are considered to be necessary to carry out the purposes of the Chapter.

2. Chairs. The President shall appoint all chairs of standing committees from the Board of Directors with the exception of the following:

- a. The Nominating Committee will be chaired by the Vice President
- b. The Administrative Committee will be chaired by the President
- c. The Finance Committee will be chaired by the President and Vice President, respectively.

The President shall appoint all chairs of ad hoc committees.

3. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

4. Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee (standard or ad hoc) shall constitute a quorum and 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. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

5. Standing Committees.

(a) Nominating Committee. The Nominating Committee shall be chaired by the Vice President. The Vice Chair shall be the past President. The Nominating Committee shall prepare slates for the election of Board of Directors members in accordance with Section III, Paragraphs 2 and 3, and officers (Vice President, Treasurer, and Secretary) in accordance with Section IV, Paragraphs 1 and 2. The slate of nominees shall be issued to all members not less than thirty (30) calendar days prior to the May board meeting. The Nominating Committee shall meet quarterly between regularly scheduled board meetings.

(b) Administrative Committee. The Administrative Committee shall tend to the maintenance of Chapter bylaws, records and corporation documentation (including contracts and other reports), maintain a Chapter calendar, and administer all activities to remain in compliance with ITS America local Chapter administrative requirements. Contracted Administrative Support services may support activities of this committee however will remain isolated in terms of defining, budgeting and contracting of said services. If there is an Executive Director and other Contracted Administrative Support functions, this committee will oversee the administration and performance of those roles. This includes, but is not limited to:

- Drafting and executing service contracts with the Executive Director and/or Contracted Administrative Staff
- Record keeping, including minutes of meetings, the official chapter roster and status of each director for voting purposes.
- Meeting arrangements, notices, and other communications regarding the operations of the Chapter, including activities by Chapter committees.
- Bylaw and Committee Charter reviews and updates.

The President shall chair the Administrative Committee. Additional committee members may include current officers and Past Presidents of ITS Michigan.

(c) Finance Committee. The Finance Committee is led by the Treasurer and is responsible for the execution of all tasks, reporting, record keeping and budget preparation as identified in Section IV Paragraph 8, and in all other financial matters as may be necessary to run the Chapter.

This includes, but is not limited to:

- Contracts and funding of ITS Michigan, and where appropriate, with other organizations.
- Annual audit of financial statements, including an annual report to the Board of Directors on the status of financials and operations of the organization.
- Financial record keeping.
- Present tentative budget annually to ITS Michigan Board.
- Directors and Officers insurance (D&O) and Employment Practices Liability Insurance (EPLI) policy renewals to include liquor liability.

The Finance Committee will be chaired by the President and Vice President, respectively.

(d) Program Coordination Committee. The Program Coordination Committee shall coordinate the planning and organizing of all Chapter conferences, symposiums, panel discussions, exhibits, field and speaker events. The committee will strive to ensure that the Chapter sponsors a reasonable number of varied events consistent with the Chapter mission and covering all areas of the state.

The President shall appoint the Program Coordination Committee chair. Additional committee members selected by the chair are subject to veto by the Board of Directors.

(e) Communications and Outreach Committee. The Communications and Outreach Committee shall be responsible for the dissemination of information to, and the encouragement of public participation in ITS technologies, activities, and events. The Committee shall also mail all newsletters, announcements (including chapter meeting notices), and communications.

The Communications and Outreach Committee shall also manage the creation, production, and printing of periodic newsletters and other informational mechanisms to disseminate newsworthy chapter information and information on regional/national transportation issues and events as well as be responsible for the management and maintenance of the Chapter's world-wide-web site

The committee shall advise the Chapter on issues pertaining to logos, letterhead, and trademarks/copyrights.

The President shall appoint the Communications and Outreach Committee chair. Additional committee members selected by the chair are subject to veto by the Board of Directors.

(f) Membership and Fundraising Committee. The Membership and Fundraising Committee shall be responsible for actively soliciting new members by implementing appropriate recruitment campaigns. The Committee shall also be responsible to establish and maintain the ITS MI scholarship fund. The committee shall be responsible for raising money for the scholarship fund. Scholarships will be awarded to college-level students interested in pursuing careers in the ITS field. The Committee shall be responsible to develop a scholarship application process. The Committee will be responsible to develop the application evaluation criteria and select the awardees. The Committee shall also maintain the official Chapter roster and status of each member including contact designate.

The President shall appoint the Membership and Fundraising Committee chair. Additional committee members selected by the chair are subject to veto by the Board of Directors. Actions performed by this committee include, but are not limited to the following:

- At least annually, organize an activity to solicit donations for the scholarship fund. The activity can be golfing, bowling, or any other suitable organized outing.
- At least annually, send out a personal invitation from the committee chair to invite prospective members to join ITS Michigan. Prospective members should be drawn from regular review and/or analysis of target companies, past attendees of ITS Michigan events, as well as professional contacts from the course of doing regular business.
- Maintain a list of all companies and contacts that have been asked or who have asked to become a member ITS MI.
- Maintain the official chapter roster and status of each member including designated contact.

(g) Talent and Workforce Development Committee. The Talent and Workforce Development Committee provides a forum which promotes talent recruitment, STEM education, workforce enhancement and development, leadership, collaboration, and growth of the ITS industry among public and private ITS students and professionals at all levels. Committee members identify specialized programs and services in the areas of talent acquisition and development, and education and career awareness to build the support that is needed to make the ITS industry successful. The Committee targets development in four key areas:

- K-12 Students engaging in Science Technology Engineering and Mathematics (STEM) related careers

- 2-year & 4-year college and university students looking to pursue education in the ITS related field
- Professionals already working in the ITS field seeking to enhance knowledge, technical skills, and leadership
- Individuals interested in joining the workforce as skilled trades, returning veterans, change of career paths

The committee structure includes three subcommittees; Student Chapter, Scholarships, Talent Development. In collaboration with our members, industry experts and industry partners, the Talent and Workforce Development committee sponsor workshops, mentoring events, professional development programs including webinars (online seminars), student chapters, support recruitment opportunities, and provide scholarships and special events at ITS related conferences throughout the year.

The President shall appoint the Talent and Workforce Development Committee chair. Additional committee members selected by the chair are subject to veto by the Board of Directors.

(h) Regional Transportation Operations Committee. The Regional Transportation Operations Committee shall support public agency and private sector regional stakeholders that are actively involved in transportation system management and operations services. The committee will provide leadership and stewardship to stakeholders by helping them evolve current practices by introducing new technologies, industry best practices, fostering new partnerships. The primary objective and outcome of this committee is to provide support to ITS Michigan membership involved in the active improvement of mobility and safety on Michigan roadways. Technical areas of this committee may range from incident management, arterial management systems, freeway management systems, emerging technologies and data driven operations. The committee has emerged from activities in the southeast Michigan area and should consider how to expand relative to subcommittees stemming from this committee that are located and focused on other Michigan metropolitan areas (Lansing, Grand Rapids, etc.)

The President shall appoint the Regional Transportation Operations Committee chair. Additional committee members selected by the chair are subject to veto by the Board of Directors.

(l) Legislative Committee. The Legislative Committee shall be responsible for the routine evaluation of pending, proposed and recently enacted legislation, rulemaking, and funding opportunities at the State/National level as it pertains to and affects ITS Michigan related interests. The committee shall advise the Chapter routinely on issues pertaining to legislative matters providing a non-partisan and unbiased viewpoint on these matters.

The President shall appoint the Legislative Committee chair, or solicit the Board for a volunteer to chair this committee. Additional committee members selected by the chair are subject to veto by the Board of Directors.

VII. CONTRACTS, CHECKS, DEPOSITS, FUNDS, AND INSURANCE

1. Contracts. The Board of Directors may authorize any agent or agents of the Chapter, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of the Chapter, and such authority may be general or confined to specific instances.

2. Checks. All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Chapter shall be signed by such officer or officers, agent, or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer.

3. Deposits. All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks or other depositories as the Treasurer may select with the approval of the Board of Directors.

4. Funds. The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Chapter.

5. Insurance. The Board of Directors must maintain current Non-Profit Directors and Officers insurance (D&O) and Employment Practices Liability Insurance (EPLI). These policies must include liquor liability.

VIII. BOOKS AND RECORDS

The Chapter shall keep correct and complete books and records of account and shall also keep summary minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

IX. FISCAL YEAR

The fiscal year of the Chapter shall begin on the first day of January, and end on the last day of December of the calendar year.

X. LIMITATION ON CHAPTER ACTIVITIES

The Chapter shall not rate, endorse, or certify any product or service of suppliers.

XI. INDEMNIFICATION

ITS America and ITS Michigan agree to indemnify to the extent permitted by law and hold harmless each other for any claims, losses, damages, liabilities, judgments, or settlements including attorney's fees arising out of the negligent acts of ITS America or ITS Michigan, respectively, in the conduct of activities pursuant to the Affiliation Agreement signed by both parties.

Any present or former director, officer, employee, or agent of the Chapter, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Chapter against all judgments, fines, settlements, and other reasonable costs, expenses and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a director, officer, employee, or agent, to the extent authorized by the Board of Directors. No indemnification or advance against expenses shall be approved by the board or paid by the Chapter until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

XII. PROCEDURE

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Chapter where they are not inconsistent with the provisions of the Articles of Incorporation or these bylaws.

XIII. AMENDMENTS TO THE BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the affirmative vote of two-thirds of the Board of Directors, such changes to be ratified either at a meeting of the Board of Directors, by mail-in ballot, or by electronic means.

¹“ITS” is used in this document to refer to either “Intelligent Transportation Systems” or “Intelligent Transportation Society.”

²Including, but not limited to, the Michigan transportation system, the domestic auto and supplier industry, national facilities (including the U.S. Army Tank-Automotive and Armaments Command), the international border with Canada, and a strong university system.

³Balanced representation is defined as reasonable director membership between public and private sectors, with academic institutions counted with public (tax supported) entities. In case there is an odd number of directors, the President will not be counted in the order to establish balance.