

BYLAWS

of the

Intelligent Transportation Society of New Jersey



**Established 1992: Amended February 20, 1995;
Amended July 31, 1999; Amended May 9, 2013;
Amended March 12, 2014; Amended May 21, 2014;
Amended September 3, 2014; Amended March 4, 2015;
Amended July 15, 2015; Amended July 20, 2017; Amended
December 17, 2018; Amended September 22, 2020**

I. PURPOSE

The purpose of ITS New Jersey, a chapter of ITS America, is to facilitate collaborative deployment of ITS technology in New Jersey, to promote economic development, quality of life and environmental sustainability through enhanced mobility and safety. This organization will provide a collaborative environment for government officials to work with private sector companies and academia to share ideas and apply them rapidly on highways and transit facilities in New Jersey, and will provide a forum for critically needed policy and technical discussions that will help shape the future of ITS investment in New Jersey. ITS New Jersey is focused on promoting coordinated regional and multi-jurisdictional programs that work towards providing intra-state and seamless regional mobility through facilitating the collaborative implementation and adoption of market driven transportation technologies.

II. MEMBERS

1. **Membership:** Open to companies, corporations, associations, governmental agencies, universities, and other organizations interested in advancing the purposes of ITS NEW JERSEY. All members shall have the same rights, privileges, duties and obligations. Individuals – including students, retirees and other people interested in the mission of purpose of the organization -- may participate in ITS NEW JERSEY activities as non-voting “affiliates” if their employer is not a member of ITS NEW JERSEY or if their employer is not eligible for membership.
2. **Voting Rights:** Each member of ITS NEW JERSEY shall have one vote in all matters to be voted on by the members. “Affiliates” shall have no voting rights. Each member shall designate one or more representatives to attend meetings of the membership, and, collectively, cast its single vote on any matter.
3. **Applications:** Any organization desiring to become a member of ITS NEW JERSEY must apply on forms approved and supplied by ITS NEW JERSEY. Applications must be accompanied by the fees and dues required for the first year of membership. Applications for membership shall be approved by the Membership Committee. The voting representative for the member organization shall be designated on the membership application.
4. **Dues:**
 - a. **Amount:** The Board of Directors shall establish the amount of any fees, dues, or other charges required to be paid by members.
 - b. **Delinquency:** Members whose dues are more than thirty (30) days in arrears

may be suspended and may not vote pending payment. Members whose dues are more than sixty (60) days in arrears may be terminated as members. Prior to termination, the members in arrears will be notified and will be given the opportunity to remit their dues.

- c. **Membership Year:** Annual dues shall be for the membership year of January 1 to December 31.

5. **Meetings:**

- a. **Annual Meeting:** There shall be at least one meeting annually of the membership of ITS NEW JERSEY to be held at a time and place to be determined by the Board of Directors to conduct business of ITS NEW JERSEY, which may include the election of members of the Board of Directors (elections may also be conducted electronically), reports of the Officers, considering questions of general policy and providing a forum for presentations and discussions on subjects associated with the purpose of ITS NEW JERSEY.
- b. **Special Meetings:** A special meeting of the members shall be held upon the call of the Board of Directors or by electronic request signed (within any 30-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 ITS NEW JERSEY shall notify all members of ITS NEW JERSEY of each meeting by electronic communications sent to each member at the address in the records of ITS NEW JERSEY not more than thirty (30) days nor less than ten (10) days before 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 of twenty (20%) of the members of ITS NEW JERSEY shall constitute a quorum for the transaction of business at any meeting of the membership.

6. **Termination of Membership:**

- a. **General Rule:** Membership in ITS NEW JERSEY 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 ITS NEW JERSEY.
- b. **Expulsion:** No members shall be expelled except for failure to pay dues

without due process. Expulsion shall be upon not less than a two-thirds vote of the Board of Directors present and voting at a duly constituted meeting.

- c. **Forfeiture:** Upon termination of membership in ITS NEW JERSEY, any and all rights and privileges of membership and any interest in the property of other assets of ITS NEW JERSEY shall be forfeited by the members.
- d. **Liability for Dues:** Termination of any membership shall not relieve the former member from liability for unpaid dues or other duly assessed fees. No former member having any outstanding charges for unpaid dues or fees shall be re- admitted to membership without payment of those amounts.

III. BOARD OF DIRECTORS

1. **General Powers:** The property, affairs and business of ITS NEW JERSEY shall be managed and controlled by its Board of Directors. In the event a member of the Board of Directors cannot attend a meeting of the Board or Membership Meeting, the director may designate a person from his or her organization to participate and vote in his or her place. The Board of Directors may, by general resolution, delegate to officers of ITS NEW JERSEY and to Committees such powers as are provided for in these Bylaws.
2. **Membership:** The number of Directors shall be up to twenty-four (24) with representation from Private Sector being no fewer than nine (9), Public Sector being no fewer than eight (8), and Academic Sector no fewer than four (4). There shall only be one member from an organization on the Board of Directors. Membership on the Board of Directors shall include ITS NEW JERSEY Officers: President, 1st Vice President, 2nd Vice President, Treasurer and Secretary. Each Director shall be an employee of a member of ITS NEW JERSEY. The President & CEO of ITS America shall serve as ex officio, non-voting, member of the Board of Directors.
3. **Terms:** The Directors shall serve terms of three (3) years. Terms begin on January 1st and end on December 31st. Initial terms shall be determined by the first year Board of Directors so that one third of the Board will be elected each year.
4. **Election:** The Directors shall be elected from a slate prepared by the Nominating Committee based on a call for nominations to the general membership, by ballot of the membership at an annual meeting, or electronically.

5. **Removal:** A Director may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of ITS NEW JERSEY by a vote of not less than sixty-seven (67%) percent of the ballots cast by voting members.
6. **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 of the Board.
7. **Vacancies:** The unexpired term for any vacancy on the Board of Directors will be filled by appointment by the President with approval of the Board of Directors. Appointments made mid-term shall serve the remainder of the entire three-year term.
8. **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 the President, or upon the written request of not less than twelve (12) Directors. The President or the Directors who call the meeting shall fix the time, place and format of any special meeting.
9. **Notice:** Notice of the regular meetings of the Board of Directors shall be given by the Secretary at least thirty (30) days before the meeting. Notice of any special meeting of the Board of Directors shall be delivered electronically at least three (3) calendar days before the meeting. The business to be transacted at any special meeting of the Board of Directors shall be specified in the notice of such meeting.
10. **Quorum:** The presence of a simple majority of the Board of Directors or their designated representatives shall constitute a quorum for the transaction of business at any meeting of the Board.
11. **Manner of Acting:** The act of a simple majority of the Directors present at a meeting 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, by these By-laws, or by Robert's Rules of Order.

IV. OFFICERS

1. **Officers:** The Officers of ITS NEW JERSEY shall be President, 1st Vice President, 2nd Vice President, Treasurer and Secretary. Preferably, the President and 1st Vice President should not be from the same sector (private, public, or academic).

2. **Election:** Each Officer of ITS NEW JERSEY shall be elected by the members of the Board of Directors for a one (1) year term. An Officer may not serve more than three (3) consecutive terms in each office.
3. **Resignation:** An Officer may resign by electronic 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 of the Board.
4. **Removal:** Any elected Officer may be removed from office for dishonesty, fraud, or misrepresentation in connection with the affairs of ITS NEW JERSEY by a vote of not less than sixty-seven (67%) percent of the ballots cast by the members of the Board of Directors.
5. **Vacancy:** A vacancy in any office because of resignation, removal, disqualification, or death shall be filled by the Board of Directors 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 ITS NEW JERSEY 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 ITS NEW JERSEY; and shall serve ex officio on all committees. The President shall appoint the chairpersons of all committees, and such other duties as may be prescribed by the Board of Directors.
7. **1st Vice President:** The 1st Vice President shall assist the President in the performance of duties. In the absence of the President, or in the event of the President's inability to act, the 1st Vice President shall perform the duties of the President.
8. **2nd Vice President:** The 2nd Vice President shall assist the President and the 1st Vice President in the performance of duties.
9. **Treasurer:** The Treasurer, or the designated Agent, shall keep correct and complete records of account, showing accurately at all times ITS NEW JERSEY's financial condition. The Treasurer, or the Designated Agent, shall be legal custodian of all monies, notes, securities, and other valuables which may from time to time come into ITS NEW JERSEY's possession. The Treasurer shall also serve as Chairperson of the Administration and Finance Committee. The Treasurer or Designated Agent shall immediately deposit all funds of ITS NEW JERSEY coming into possession in some reliable New Jersey bank or other New Jersey financial institution approved

by the Board of Directors, and shall keep such bank account in the name of ITS NEW JERSEY. Upon request by the Board of Directors, the Treasurer shall furnish a statement of the financial condition of ITS NEW JERSEY, and shall perform such other duties as these Bylaws may require or the Board of Directors may prescribe. The Treasurer, or Designated Agent shall be responsible for maintaining the financial records of the organization. The Treasurer shall not be a member of the Public Sector.

- 10. Secretary:** The Secretary, or Designated Agent, shall give notice and keep records of all meetings of ITS NEW JERSEY; shall keep all non-financial records of ITS NEW JERSEY; and shall perform all other duties assigned by the President or the Board of Directors.

V. ELECTIONS

- 1. Nomination Procedures:** Any member of ITS NEW JERSEY may submit written nominations to the Nominating Committee for candidates for election to the Board of Directors. The Nominating Committee shall review all nominations and verify that each nominee is a member in good standing and has paid all dues and fees owed to ITS NEW JERSEY.
- 2. Election Procedure:** The elections for members of the Board of Directors shall be held at the annual membership meeting or by electronic ballot. The candidates receiving the highest number of votes will be elected.
At the first meeting of the Board of Directors in January, the Board of Directors shall elect the President, 1st Vice President, 2nd Vice President, Secretary and Treasurer. The term of office shall take effect immediately upon election to office and shall extend to the next Board of Directors election of officers.

VI. COMMITTEES

- 1. Authority:** The President may designate such committees as are considered to be necessary to carry out the purposes of ITS NEW JERSEY.
- 2. Chairs:** The President shall appoint all Chairpersons of committees and the Chairpersons shall serve at the pleasure of the President. The President may appoint a Board Liaison to a committee.
- 3. Vacancies:** Vacancies in the chairmanship of any committee shall be filled by appointment by the President. Membership in any committee is open to all ITS NEW JERSEY members.
- 4. Meetings:** All committee meetings are open to anyone who wishes to attend.

VII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. **Contracts:** The Board of Directors may authorize any officer or officers, agent or agents of ITS NEW JERSEY to enter into any contract or agreement or execute and deliver any instrument in the name of and on behalf of ITS NEW JERSEY, and such authorization 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 ITS NEW JERSEY, shall be signed by such officer or officers, agent or agents of ITS NEW JERSEY 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 President and the Treasurer.
3. **Deposits:** All funds of ITS NEW JERSEY shall be deposited from time to time to the credit of ITS NEW JERSEY in such New Jersey banks or other New Jersey financial institutions as the Treasurer may select, with the approval of the Board of Directors.
4. **Funds:** The President or 1st Vice President may accept on behalf of ITS NEW JERSEY any contribution, gift, bequest, or device for the general purposes or for any special purpose of ITS NEW JERSEY.
5. **Inurement Clause:** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c) (3). No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
6. **Dissolution:** Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal

Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

VIII. BOOK AND RECORDS

ITS NEW JERSEY shall keep correct and complete books and records of accounts and shall also keep highlight 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 ITS NEW JERSEY shall begin on January 1st and end on December 31st of the same year.

X. LIMITATION ON ITS NEW JERSEY ACTIVITIES

ITS NEW JERSEY shall not endorse or certify any product or service.

XI. INDEMNIFICATION

Any present or former Director, officer, employee, or agent of ITS NEW JERSEY, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified by ITS NEW JERSEY against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any active suit or proceeding to which any such person or legal representative may be made a party by reason of 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 ITS NEW JERSEY 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 ITS NEW JERSEY where they are not inconsistent with the provisions of these Bylaws.

XIII. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of not less than two-thirds of the Board members present at any meeting called for that purpose, or by the affirmative vote of not less

than two-thirds of the members responding by electronic ballot, if at least thirty (30) days' written notice, setting forth the proposed changes, is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.

