



WTS Sacramento Chapter Bylaws



WTS SACRAMENTO CHAPTER BYLAWS

Updated: April X, 2022

ARTICLE I. Name

The name of the Corporation is Women's Transportation Seminar (WTS) of - **Sacramento**. 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~~ principal office of the Corporation shall be located in Sacramento, **California**.

ARTICLE III. Objective 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 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 Corporation shall be consistent with applicable federal, state, provincial 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**. ~~Membership shall not be denied to anyone in the field of transportation on the basis of race, religion, disability, national origin, sexual orientation or gender.~~

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 each type of membership and the obligations of members to remain in good standing. 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 eliminated since dues are annual (next section))

Section 54. Dues

The WTS International Board of Directors establish the annual fee for membership. Dues of membership shall be determined annually by the WTS International Board of Directors. All dues payments are 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 normally be held 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 Chapter Board of Directors, or not less than one-tenth (1/10) 5 percent 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 personally, by electronic media communications or by mail to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) ninety (90) days before the date of such meeting. Distribution by the Internet or electronic communications technology media may be used if approved by applicable law. 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 (No longer relevant due to electronic communication capabilities)~~

~~Section 5. Proxies~~

~~At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after sixty (60) days from the date of its execution, unless otherwise provided in the proxy. (No longer relevant due to electronic voting capabilities)~~

Section 64. Quorum

One fifth (1/5) one third (1/3) 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

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. 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. (New section added to discuss voting of general membership)

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. (New section added to explain the Board's role)

Section 12. Consist Composition

The Chapter Board of Directors shall consist of the officers of the Corporation be the President, Vice President, Secretary, Treasurer, the Immediate Past President, and a maximum of four (4) Directors at large and Standing Committee Chairs. Each member of the Chapter 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. (Included in new Section 1 – Authority and Duties)

Section 3. Meetings

The Chapter Board of Directors shall meet twelve (12) times a year with special meetings called as necessary. Special meetings may be requested by the President or Vice President or Secretary or any two directors. The Chapter Board of Directors shall hold regular meetings to transact any business within its powers. The Board shall meet a minimum of six (6) 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 member of the Chapter Board of Directors or not less than one fifth (1/5) of Board members having voting rights.

Section 4. Notice

Notice of special meetings of the Board of Directors shall be given at least 48 hours previously, in person, by mail, or electronic media to each member of the Board of Directors. (Included in new Section 3 - Meetings)

Section 54. 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 Board of Directors is present at said meeting, a majority of the Chapter Board of Directors present may adjourn the meeting.

Section 65. 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 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 Chapter Board of Directors 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 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 a consent in writing, setting forth the action so taken, shall be signed by all of the Board of Directors members. (Combined in previous section -Manner of Acting)

Section 86. Vacancies

~~Any vacancy occurring in the Board of Directors by reason of resignation, 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.~~ Any vacancy occurring in the Chapter Board of Directors due to 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 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. (New section added here. Used to be in Article VII, Section 7)

Section 98. Compensation

~~Board of Directors members as such shall not receive any salaries or compensation for their services.~~ 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 reimbursed 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. ~~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.~~ 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 Board of Directors. After completion of the President term, the President shall assume the Immediate Past President role for the subsequent term.

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 ~~Corporate~~ 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; ~~oversee distribution of~~ receive and give receipts for money due and payable to the Corporation; ~~authorizes transfer of electronic monies~~; 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.

~~Section 6. Election and Tenure~~

~~The officers 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 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. No member may hold more than one concurrent office. No officer shall be eligible to serve more than two consecutive terms in the same office. A board member filling a mid term vacancy may serve a maximum of two (2) terms consecutively in that position. Serving the mid term position constitutes one term, regardless of the length of service in that position.~~ (Included in new Article VIII – Elections of Officers)

~~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.~~ (Moved to Article VI, Section 7)

~~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.~~ (Moved and revised in Article VI, Section 6)

ARTICLE VIII. Elections of Board of Directors (New article added)

Section 1. Elections

The members of the Chapter Board of Directors shall be elected by the members of the Corporation 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 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 two years. 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 one consecutive terms in the same office. An elected Officer will serve no more than four consecutive elected terms on the board without taking a term off of the board. A Director at Large will serve no more than two consecutive elected terms on the board without taking a term off of the board.

ARTICLE VIII. COMMITTEES

Section 1. Designation

The Chapter 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 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 shall appoint one (1) or two (2) persons to chair the committee. ~~The Chair of the committee must be a member of the Corporation. Each chair appointment shall be until the end of one (1) calendar year, on December 31~~ **election of a new Chapter Board of Directors.** ~~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.~~ **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 committee members at a committee meeting, including electronic or telephonic participation, shall constitute a quorum. Unless otherwise provided in the resolution of the Chapter 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. Rules**~~

~~Each committee may adopt rules for its own government consistent with these bylaws and with the rules adopted by the Board of Directors.~~ **(Included under Section 6, Meetings (below))**

Section 65. 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 scope 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, Roberts Rules of Order, Newly Revised and WTS Chapter Policies and Procedures.

(New section added to elaborate on committee meetings)

ARTICLE ~~IX~~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. 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 ~~X~~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 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 ~~XI~~XII. 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 or to such organization or organizations organized and operated exclusively for charitable or educational purposes to dissolve. 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. 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: _____