



TEXAS CHAPTER BYLAWS

As amended May 26, 2021



Chapter Bylaws

Texas Chapter of the American Traffic Safety Services Association As amended May 26, 2021

ARTICLE I. NAME

The name of the Chapter shall be The Texas Chapter of ATSSA (American Traffic Safety Services Association). For the sake of brevity in communication, the Chapter may also be referred to as TX-ATSSA. The Texas Chapter will be referred to, in this document, as “the Chapter.” The American Traffic Safety Services Association will be referred to in these Bylaws as “ATSSA”.

ARTICLE II. HEADQUARTERS

The Chapter officers shall designate the principal office of this Chapter, which shall be located within the geographic territory of the Chapter as defined in the Chapter Affiliation Agreement between the Chapter and ATSSA (the “Territory”).

ARTICLE III. PURPOSE AND ACTIVITIES

Section 1.

The purpose of the Chapter is to promote the best interests of the member firms that provide roadway safety devices, materials and services to governmental agencies and private industry within the Territory. Member firm interests will be promoted in the following manner by:

- a) Establishing a central organization in the Territory through which lawful undertakings of the industry in the Territory may be conducted effectively by cooperative effort.
- b) Collecting and disseminating data and statistics which are of value to the Chapter’s membership.
- c) Educating the general public in the identification and understanding of roadway safety devices and respect for the importance of these devices to the safety of the public.
- d) Creating new markets and enlarging current markets through promotional programs, public relations, and legislative activities.
- e) Discussing, studying, promulgating, and advocating the adoption of technical standards or specifications for selection, use, placement, and control and servicing of traffic control and safety devices.
- f) Establishing and maintaining appropriate liaison with state and local government agencies and legislative bodies and related trade associations and other organizations to further the best interests of the Chapter members and to improve traffic control and safety.

- g) Performing activities that enhance roadway safety within the Territory.
- h) Promoting the goals and objectives of ATSSA.

Section 2.

The Chapter's activities shall be consistent with the purposes and activities of ATSSA.

ARTICLE IV. MEMBERSHIP

Section 1. Classes of Eligible Chapter Membership

Every member of the Chapter must also be a member of ATSSA and must be current in the payment of dues, assessments, or other payments to both the Chapter and ATSSA. All eligible ATSSA members may participate in Chapters. Classes of membership in the Chapter shall mirror those of ATSSA and consist of the following:

Full Member: To qualify as a Full Member, a firm, company or business entity must have an office in the Territory, must derive its revenues from business operations conducted in the Territory from one or more of the following activities, and at least 50% of these revenues must be from sources other than parent or affiliated companies: installation, rental and/or servicing of temporary traffic control zones; installation, maintenance or removal of pavement markings; installation, maintenance or sales of traffic signs; manufacture or supply of traffic control devices, roadway safety features and/or related materials; installation and/or maintenance of roadside safety features.

Associate Member: To qualify as an Associate Member a person must have an office in the Territory, must be a self-employed individual who provides professional services to the roadway safety industry or transportation agency, or must be a firm that has an office in the Territory and as its primary business is a provider of roadway safety services and devices or must provide professional transportation engineering, planning and design services to the government agencies and/or private industry. Associate Members must not qualify under any other membership category.

Public Agency Member: To qualify as a Public Agency Member, an entity must have an office in the Territory, must be a public agency at the federal, state, county or local level, a utility company, or a college/university, or an association with only members who fit the requirements of public agency members, and must not be eligible for membership in a Full member category; or an individual must be either a full-time or retired employee of a public agency at the federal, state, county or local level, or a full-time or retired employee of a utility company or college/university, and must not be an employee of or have a fiduciary or pecuniary interest in any legal entity which is eligible for membership in any other category.

Manufacturer's Representative Member: To qualify as an individual Manufacturer's Representative Member, a person must have an office in the Territory, must be a self-employed individual and must represent, but not stock or distribute, the products of at least one (1) ATSSA member firm, company or business entity. To qualify as a Manufacturer's Representative Firm Member, a Firm must have an office in the Territory, must represent, but not stock or distribute, the products of at least one (1) ATSSA member firm, company or business entity. The maximum number of a Firm's individual representatives or partners to be included and eligible for ATSSA member benefits as part of the Manufacturers' Representative Firm is five (5).

Life Member: To qualify as a Life Member, a person must live in the Territory, be fully retired from active business, have been an active ATSSA member for at least twenty (20) years, and must be approved as a Life Member by the ATSSA Board of Directors. A Life Member may also be a fully retired ATSSA staff person who served on the ATSSA staff for at least twenty (20) years and who is approved as a Life member by the ATSSA Board of Directors.

Retiree Member: To qualify as a Retiree Member, a person must live in the Territory, be fully retired from active business and have been previously employed by an ATSSA-eligible entity at the time of retirement.

Student Member: To qualify as a Student Member of this association, a person must be enrolled in a public or private post-secondary career/technical school, apprenticeship program, community college, college or university; or be at least a 50% of a normal full-time academic program as a registered graduate student. Student membership is available for two years certificate and associate degree programs; four years for baccalaureate (or its equivalent) from an accredited institution; and up to six years for graduate program students.

New Professional Member: To qualify as a New Professional Member, a person must have graduated within the last 12 months from a public or private post-secondary career/technical school, apprenticeship program, community college, college or university; and must not be employed by a current ATSSA member company. This membership is available to individuals new to the roadway safety industry for two years.

Section 2. Voting

Each Full Member, Associate Member, Manufacturer's Representative Member, Life Member, Retiree Member, Student Member, and New Professional Member is entitled to one (1) vote in the affairs of the Chapter. Public Agency Members will not be eligible to vote.

No other classes of members shall have voting rights in the affairs of the Chapter. Eligible voting members may vote by proxy. ATSSA will provide the Chapter, upon request, with a current membership roster.

Section 3. Non-liability of Members

A member of the Chapter shall not be personally liable for the debts, obligations, or liabilities of the Chapter. Chapters are obligated to follow guidelines set forth in the ATSSA National Chapter Management Guide.

ARTICLE V. DUES AND ASSESSMENTS

Section 1. ATSSA Membership Dues

All ATSSA membership dues will be remitted annually to ATSSA. Dues paid to ATSSA shall be set and determined by ATSSA's Board of Directors. Dues shall become due on such date as determined by ATSSA's Board of Directors. Upon receipt by ATSSA of the Chapter's W-9 showing filing of the Chapter's corporate tax documents, as required by the State, ATSSA may provide a voluntary payment to the Chapter on a yearly basis as determined by the ATSSA Board of Directors.

Section 2. ATSSA Membership Dues Renewal and Nonpayment

All dues and delinquency notification shall be conducted by ATSSA.

Section 3. Chapter Assessments and Fundraising Activities

The Chapter may assess its members for specific projects or programs the members deem necessary. Such special assessment shall be approved or ratified by the voting members. The Chapter may conduct other fundraising activities as it deems appropriate.

Section 4. Resignation

Any member may resign from the Chapter at any time by transmitting written notice of such resignation to ATSSA. Resignation from ATSSA shall constitute resignation from the Chapter, as well.

ARTICLE VI. MEETINGS

Section 1. Chapter Meetings

A minimum of two Chapter meetings per year shall be held, one serving as the annual Chapter meeting. The Chapter officers shall determine the time and place of the Chapter meetings. At the annual meeting, reports of the affairs of the Chapter shall be considered and any other business may be transacted.

Section 2. Special Meetings

The Chapter President or Board of Directors may call special meetings of the Chapter. Notice of any special meeting shall be communicated to each member at the member's last recorded email address at least thirty (30) days in advance of the meeting with a statement of the time and place of the meeting and with information as to the subject or subjects to be considered at the meeting.

Section 3. Quorum

Twenty-five percent (25%) of the voting membership must be present at Chapter meetings to constitute a quorum for conducting the business of the Chapter. Measures and matters of this Chapter which are required to be submitted to a vote of the membership may be adopted only after receiving a favorable majority vote of the voting members present.

Section 4. Order of Business

The order of business at membership meetings shall be as directed by the President. The usual parliamentary rules as described in the latest edition of *Robert's Rules of Order*, newly revised, shall govern all deliberations when not in conflict with these bylaws.

ARTICLE VII. CHAPTER BOARD OF DIRECTORS

Section 1. Responsibility

The Chapter Board of Directors shall have supervision, control and direction of the affairs of the Chapter; shall determine its policies or changes therein within the limits of the applicable law and the Chapter's articles of incorporation and bylaws; shall actively execute its purposes; and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of the Chapter's business as shall be determined advisable, and may in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Board of Directors Composition

The Chapter Board shall be governed by five (5) voting directors consisting of:

- Three (3) Full-member directors elected by the voting members of the Chapter.
- Two (2) At-large directors elected by the voting members of the Chapter.

In addition, the members shall elect a President and President-Elect who shall serve as voting directors. The Immediate Past President shall serve as a voting director ex officio.

One additional non-voting seat shall consist of one Student Member, or one New Professional Member as appointed by the Board of Directors.

Section 3. Directors Eligibility

A voting director must be an ATSSA member in good standing as a Full Member or Manufacturer's Representative Member that live and/or primarily work via an official office/branch within the Chapter Territory. No more than two (2) representatives of a member firm may serve concurrently on the Chapter Board.

Section 4. Term of Service

The directors and officers shall serve a two-year term, with the appropriate number of directors being elected each year. No person may serve more than two (2) consecutive two (2) year terms.

Section 5. Vacancies

With the exception of the President-Elect, the Board of Directors shall fill any vacancy that may occur on the Chapter Board and the person or persons so appointed may serve until the next election of the voting members. Special elections of the Chapter may be held to fill a vacancy. Any vacancy in the office of President-Elect shall be filled by the voting members.

Section 6. Meetings of the Board of Directors

The Chapter Board of Directors shall meet on an approximate quarterly basis at a time and place to be determined by the Board. Meetings of the Board, regular or special, may be held upon not fewer than three (3) days' notice to each director. Meetings of the Board may be conducted by electronic means including, but not limited to, audio conferencing, video conferencing and internet. Meeting notices shall be communicated to all Board members and to ATSSA. All ATSSA members are welcome at Board meetings.

Section 7. Quorum

A majority of the voting directors shall constitute a quorum at any meeting of the Board.

Section 8. Resignation and Removal

Any director may resign at any time by giving written notice to the Chapter President or Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Board

The President, President-Elect, or any other director may be removed for cause by two-thirds (2/3rds) of the voting members at any regular or special meeting at which a quorum is present.

Section 9. Participation by Means of Communications Equipment

Any one or more directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 10. Absence

Any member of the Chapter Board of Directors unable to attend a meeting shall, prior to the meeting, communicate with the President or President-Elect, stating the reason for his/her absence. If a director is absent from two (2) consecutive meetings for reasons which the Board has failed to declare to be sufficient, his/her resignation shall be deemed to have been tendered and accepted.

Section 11. Compensation

Directors, as such, shall not receive any compensation for their services as directors, but the Chapter Board of Directors may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated Chapter officers.

Section 12. Voting

Voting at Chapter Board meetings may proceed by voice vote, show of hands, or ballot. As deemed appropriate by the Chairperson, voting by the Board may be conducted by electronic means.

ARTICLE VIII. OFFICERS

Section 1. Elected and Appointed Officers

The officers of the Chapter shall be the President, President-Elect, the Secretary, and the Treasurer. All chapter officers must be current ATSSA National members in good standing that live and/or primarily work via an official office/branch within the Chapter Territory. The elected officer of the Chapter shall be a President-Elect, who shall be elected biennially by the Chapter voting members and shall take office immediately following the election. The President and President-Elect must be a Full Member or Manufacturers' Representative Member of the Chapter.

The Secretary and the Treasurer are non-voting officers and are appointed by the Board of Directors at the first regular meeting following the annual meeting of members and shall take office immediately.

The Secretary must be a Full Member, Associate Member, Manufacturer's Representative Member, Life Member, Retiree Member, Student Member or New Professional Member of the Chapter.

The Treasurer must be a Full Member, Associate Member, Manufacturer's Representative Member, Life Member, or Retiree Member of the Chapter.

An elected voting director may serve in a dual capacity as a Chapter Secretary, Treasurer, or both, as determined by the Board of Directors.

Section 2. Term

The elected and appointed officers shall serve for a term of two (2) years. The President and President-Elect shall serve no more than one consecutive term.

Section 3. Vacancies

If the Chapter President cannot fulfill his/her term, the Chapter President-Elect shall fill the unexpired term. If both the Chapter President and President-Elect cannot fulfill the term of President, the Board shall elect from among themselves a person to fulfill the unexpired term of President.

Section 4. President

The Chapter President shall be the principal executive officer of the Chapter, shall preside at meetings of the Chapter, and shall be a member ex-officio, with the right to vote, on all committees except the Nominating Committee. The Chapter President shall also, at the time of the annual Chapter meeting and at such other times as deemed proper, communicate to the Chapter or the Chapter Board of Directors such matters and make such suggestions as may, in his/her opinion tend to promote the welfare and increase the usefulness of the Chapter, and shall perform other such duties as are necessarily incident to the office of Chapter President or as may be prescribed by the Chapter Board of Directors.

Section 5. President-Elect

The Chapter President-Elect may be delegated by the Chapter President to perform his/her duties, in the event of temporary disability or absence from meetings and shall have such other duties as the Chapter President may assign. The President-Elect shall at the time of nomination be a member of the Chapter Board of Directors within the last six (6) years.

Section 6. Treasurer

The Chapter Treasurer shall keep an account of all moneys received and expended for the use of the Chapter and shall make disbursements approved by the Chapter Board of Directors. All sums received shall be deposited in the bank(s), or trust company, approved by the Chapter Board of Directors. Funds may be drawn only upon the signature of the Treasurer, Chapter President, President-Elect, or the Chapter can add another officer for signature if desired. The funds, books, and vouchers in the Treasurer's possession shall

always be subject to verification and inspection by the Board of Directors. The terming President, which becomes Past President, shall remain on the bank account until the current terming President becomes Past President.

A report shall be prepared by the Treasurer and presented at each Board meeting to include: 1) A financial summary outlining debits, credits and current balance; 2) Corresponding bank statements; and 3) Receipts for any expenses paid on behalf of the Chapter. The report shall be reviewed and approved by the Board and a signature obtained on the document from the Chapter President or President-Elect.

The Treasurer is also responsible for the annual filing of the Chapter's IRS tax Form 990; ensures a current W9 is on file with ATSSA; and that any applicable state filings are submitted when due. Communications pertaining to, and documents received from these filings shall be shared with ATSSA, the Chapter President, President-Elect, and Secretary.

Section 7. Secretary

It shall be the Secretary's duty to attend all Board and Chapter meetings and keep records of all proceedings, attest documents and perform other duties as are usual for such an officer or as may be duly assigned. Chapter documents, including charter and all Chapter filings (state and federal), shall be made available to all incoming Board members when they take office. Chapter President and President-Elect shall be copied on all correspondences, as well as other documents, and communications regarding Chapter operations.

ARTICLE IX. ELECTIONS

Section 1. Nominating Committee

The President shall appoint a Nominating Committee consisting of representatives of two (2) or more members, and chaired by the Immediate Past President, at least ninety (90) days prior to the first Chapter meeting of the calendar year.

Section 2. Nominations

- a. At least seventy-five (75) days prior to the first Chapter meeting of the calendar year, the Nominating Committee shall compile a list of official nominations for the following positions:
 - Officers: President-Elect (to be elected biennially)
 - Chapter Board of Directors: The appropriate number of directors
- b. At least sixty (60) days prior to the first Chapter meeting of the calendar year, the official nominations shall be transmitted to each voting member of the Chapter together with a statement that nominees other than those selected by the Nominating Committee may be proposed by petition signed by at least three voting members of the Chapter, who shall have previously secured the consent of the proposed nominee(s). Said petitions must be received at the association headquarters no later than forty-five (45) days prior to the annual Chapter meeting.

Section 3. Election Procedures

At least forty-five (45) days prior to the first Chapter meeting of the calendar year (or any Chapter meeting for special elections) the official nominations, including those submitted by members in accordance with Article IX, Section 2, above, shall be transmitted to each

voting member of the Chapter with an official ballot which must be returned to the association headquarters at least fifteen (15) days prior to the last Chapter meeting of the calendar year.

Fifteen (15) days prior to the first Chapter meeting of the calendar year (or any Chapter meeting for special elections) the balloting will be closed. Ballots received at the Chapter office after that date will not be counted.

Ten (10) days prior to the first Chapter meeting of the calendar year (or any Chapter meeting for special elections) the results of the balloting will be reported by the chairperson of the Nominating Committee or his/her appointee. The nominees having the largest number of legal votes shall be declared elected. In case of a tie vote, the voting members in good standing present at the first Chapter meeting of the calendar year (or any Chapter meeting for special elections) shall proceed to ballot to break the tie.

The results of all elections shall be reported to the Chapter and those elected shall take office immediately at the first Chapter meeting of the calendar year.

Officers/Directors elected after a tied vote shall take office immediately at the next meeting.

ARTICLE X. COMMITTEES

The Board of Directors shall establish such committees as deemed necessary and the Chapter President, with the approval of the Board, may make appointments to such committees.

ARTICLE XI. MAIL OR E-MAIL VOTE

Whenever a question arises which requires a vote of the voting members, and when it is inexpedient to call a membership meeting for that specific purpose, the Chapter President may submit such a matter to the voting membership in writing. Unless otherwise provided in these Bylaws, questions and issues presented in this way shall require a majority vote of the entire voting membership for adoption and shall have the same force and effect as if the issue had been voted on at a membership meeting.

ARTICLE XII. FISCAL YEAR

The fiscal year shall be the same as that of ATSSA, January 1 – December 31.

ARTICLE XIII. INDEMNIFICATION

The Chapter shall indemnify an individual made party to a proceeding because he/she is or was an officer against liability incurred in the proceeding if his/her conduct was in good faith and otherwise met all requirements of the appropriate Texas Code of Regulations regarding persons in the position of an officer, Executive Director, or director.

ARTICLE XIV. DISSOLUTION

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to the members of the Chapter. On dissolution of the Chapter, any remaining fund shall be distributed as directed by the Chapter President.

ARTICLE XV. AMENDMENTS

Section. 1.

A proposed amendment to the bylaws of this Chapter must be submitted in writing to the Chapter Board of Directors at least (seven) 7 days prior to a regular or special meeting of the Chapter Board at which time the amendment will be voted upon. To amend the bylaws a favorable vote of two-thirds (2/3) of the Board of Directors must be received.

An amendment may also be submitted by mail or email ballot, and in this event the written ballot shall set forth the amendment verbatim. The amendment shall require a two-thirds (2/3) vote of Chapter Board of Directors for adoption. Amendments so adopted shall become effective immediately.

Section 2.

Amendments to the Chapter Bylaws were approved on the following dates:

January 13, 1992
December 29, 1997
March 6, 2001
December 5, 2002
June 2005
March 29, 2017
July 24, 2019
July 14, 2020
May 26, 2021