

# **By-laws of the Maine Transportation Safety Coalition**

(As Approved on June 3, 2010)

## **Article I. Name**

The name of this organization is the Maine Transportation Safety Coalition (herein after referred to as the "MTSC" or the "Coalition"). The Coalition shall be an independent, non-profit, non-commercial organization.

## **Article II. Objective**

The Coalition's objective is to promote safe transportation in Maine.

## **Article III. Membership**

Section 1. The Coalition shall have two types of membership: Organizational Membership and Individual / Family Membership.

Organizational membership shall be open to any private corporation, non-profit organization, local, state or federal agency having an interest in the objectives of this Coalition.

Individual / Family membership shall be open to all persons having an interest in the objectives of this Coalition.

Section 2. Applicants shall become members upon submission of a completed application and required dues. Those who have paid dues shall be entitled to membership benefits.

Section 3. Membership shall terminate when a member provides a written request to withdraw from membership or when a member has not paid annual dues within 6 months after receiving notification for dues payment.

Membership may be terminated for other just cause, provided a written report is submitted to and approved by a two-thirds (2/3) vote of the Board of Directors.

Section 4. Dues shall be administered on a non-profit basis. No funds shall be used for the financial benefit of anyone except for payment for services rendered or materials provided duly authorized by the Board of Directors.

Section 5. Dues rates shall be determined for each membership type by the Board of Directors. Dues shall be payable by January 31 of each year. Dues are non-refundable.

## **Article IV. Board of Directors**

Section 1. The business, affairs and property of the Coalition shall be managed by a Board of Directors of no fewer than eight (8), nor more than fifteen (15). The number of Directors may be increased or decreased by a majority vote of the Board of Directors. No such resolution may impair the rights of a sitting Board member. Five of the Board of Director positions shall be considered "Core" positions and shall be reserved for one

representative from each of the following five State Agencies, as determined by those Agencies: Transportation, Public Safety, Health and Human Services, the Secretary of State and the Maine Turnpike Authority. The Board may include three non-voting ex-officio positions that shall be held by a National Highway Traffic Safety Administration (NHTSA) representative, a Federal Highway Administration (FHWA) representative, and a Federal Motor Carrier Safety Administration (FMCSA) representative, as determined by those agencies. If elected as an officer, the ex-officio shall serve as a non-voting member during his/her term of office. (June 2009).

Board members must be in good standing with the Coalition at the time of their election. Good standing includes, but is not limited to, attendance at  $\frac{3}{4}$  of scheduled meetings, and being an active member of the Coalition for a minimum of one year. "Active" is defined as participating on a MTSC committee or sub group or involved in Coalition activities.

Board members may be Organizational members or Individual members. Even though Organizational members may have more than one official representative, an Organizational member may only hold one seat on the Board.

When an Organizational member holds a seat on the Board, it shall be filled by that organization's primary representative, as defined in Article VII, Section 7; provided that the primary representative shall be allowed to designate one of the organization's secondary representatives to sit and vote in his or her place at any Board of Directors meeting.

Section 2. Directors shall be elected at the Coalition Membership Meeting. Directors shall hold office for a two-year term beginning July 1 following the election. The ex-officio and core positions shall be filled as set forth in Article IV, Section 1, and shall not be part of the election process. Board positions are not subject to term limits. (June '09)

Section 3. The nomination and election process for Board positions shall be determined by the Board of Directors, as defined by the Coalition procedures, and in general conformance with Robert's Rules. To maintain diverse representation on the Board, the nomination procedure shall consider membership balance, variation in transportation safety program areas, and past member participation. Three of the seats on the Board of Directors shall be reserved for Individual members. No members of the Board Directors shall be employed by the same organization.

Section 4. The Board shall meet at least every other month. The Board meetings will be at times and locations determined by the Board of Directors or by the Chair. The purpose of the meetings is to conduct Coalition business, establish Coalition policies and procedures, and to guide Coalition activities. A quorum at any meeting of the Board shall consist of one half ( $\frac{1}{2}$ ) of the number of Directors currently serving, rounded upwards

A notice and an agenda for all Coalition meetings shall be transmitted (via mail, phone, facsimile or e-mail two weeks in advance) to all members in accordance with Coalition procedures.

Agendas for Board of Director's meetings shall be provided to all members as requested.

Section 5. Board meetings shall be open to all Coalition members, unless the Board, for good cause and by two-thirds vote, goes into an executive session. Members shall be provided appropriate notice by the Chair or designee if a regularly scheduled Board of Directors meeting is designated as an executive session.

Section 6. All Board members, with the exception of the ex-officio positions, must serve on at least one Sub Group and attend  $\frac{3}{4}$  of the Board of Directors meetings, unless excused by the Chair, or the Vice Chair. Three consecutive absences, or failure to actively participate on a Sub Group, may constitute grounds for removal by a simple majority vote of the membership.

Section 7. A Board member may resign at any time by giving written notice to the Chair. A Board member, other than a core board member or an ex-officio board member, may be removed from office by a majority vote of the Board.

In the event of a Board vacancy, the Board, by majority vote, may select a Coalition member meeting the requirements outlined in Article IV, Section 1, to fill the vacancy for the remainder of the term. Such interim appointments do not count against any applicable term limits

"Core" Board positions that become vacant shall only be filled by another representative determined by that "Core" Department. All Board positions that become vacant when an Organizational member resigns, are considered open and are not automatically filled by another representative from the organization, since the individual, not the organization, holds the Board position.

Section 8. The Board may vote to increase the number of Directors as provided in Article IV, Section 1 at the Annual Meeting. The Board may fill the seat by majority vote. Any new Director so named shall hold office until the next regular election of Directors.

## **Article V. Officers**

Section 1. At the first Board of Directors meeting, following the Annual Coalition Membership Meeting, the Board shall nominate and elect a Chair, Vice-Chair, Secretary and Treasurer. All officers will assume their duties on July 1 of that year. The Chair and Vice Chair shall serve a one year term of office. The Chair and Vice Chair shall serve no more than three (3) consecutive terms.

Sub groups may elect their own officers with defined roles and responsibilities. (June 2009)

Section 2. The Chair shall coordinate the nomination and election process. Nominated Board members must verbally accept their nomination before the vote can be held. Voting by proxy is not permitted.

Section 3. An officer may resign by providing written notice to the Chair. If the Chair desired to resign, notice would be submitted to the Board.

An officer may be removed from office by a majority vote of the Board.

In the event an office becomes vacant, the Coalition membership shall nominate individuals to fill the vacancy. The Board, by majority vote, shall elect a Coalition member meeting the requirements outlined in Article IV, Section 1, to fill the vacancy until the next term begins. Such interim appointments do not count against any applicable term limits.

Section 4. The Chair shall preside at all Coalition meetings. The Chair, in consultation with the Board of Directors shall:

- authorize and appoint Sub Groups and committees as needed to carry out the activities of the Coalition
- supervise the activities of the membership,
- prepare descriptions for all officer positions,
- ensure Coalition By-laws are complete and updated,
- ensure grants and outside contracts are properly managed.
- perform the duties inherent in the office of Chair subject to the direction of the Board.

Section 5. The Vice-Chair shall act for the Chair and preside at meetings in the absence of the Chair. The Vice Chair shall perform the duties inherent in the office of Vice-chair subject to the direction of the Board.

Section 6. The Secretary, or designee, subject to the approval of the officers, shall:

- keep minutes of all meetings,
- ensure all required notices are sent,
- have charge of the minute books and other related records as the Coalition may direct,
- attest to the accuracy of such books and records,
- perform the duties inherent in the office of the Secretary subject to the direction of the Chair or the Coalition.

Section 7. The Treasurer, or designee subject to the approval of the officers, shall:

- see to the custody of all funds, securities, books of account and financial records of the Coalition,
- provide for receiving monies due and payable to the Coalition,

- see to the deposit of these moneys in such banks, trust companies, and other depositories as shall be selected by the officers,
- see to such payments and other financial obligations of the Coalition as may be determined necessary, convenient or proper to be made on behalf of the Coalition,
- exhibit the books of the Coalition at all reasonable times to any member of the Coalition,
- make regular written reports to the Chair and officers,
- perform the duties inherent in the office of the Treasurer subject to the direction of the Chair or the Coalition.

## **Article VI. Committees/Sub Groups**

Section 1. Committees or Sub Groups may be appointed as outlined in Article V, Section 4.

The Chair has the right to be an ex officio voting member of each Committee or Sub Group.

Section 2. Each Sub Group shall be assigned a "designated" Board member to ensure that:

- an initial meeting is scheduled with follow-up meetings scheduled as needed,
- a Chair is selected,
- objectives are set and met,
- the Committee or Sub Group represents the Coalition,
- the Board is updated on the status of the Committee or Sub Group.

## **Article VII. Coalition Meetings**

Section 1. A Membership Meeting shall be held at least one month prior to the Annual Meeting at a time and place determined by the Board of Directors. The purpose of the Membership Meeting shall be to:

- nominate Board members, and
- solicit ideas for Coalition focus areas for the upcoming year.

Voting by proxy shall not be permitted at the Coalition Membership Meeting.

Section 2. The Annual Meeting of the Coalition shall be held no later than June each year at a time and place determined by the Board of Directors. The purpose of the Annual Meeting shall be to:

- receive the reports of the Coalition officers, Committees and Sub-Groups,
- review and report on current Coalition focus areas and activities,
- determine Coalition focus areas and activities for the coming year,
- consider all items of interest to the membership,
- elect new Board members.

Voting by proxy shall not be permitted at the Annual Meeting.

Section 3. Coalition members shall be notified of the Membership Meeting and the Annual Meeting time, place and agenda by the secretary no later than one month prior to the meeting date. If a meeting is canceled, appropriate notice shall be sent as soon as possible to Coalition members by the secretary.

Section 4. A yearly schedule of Coalition meetings shall be published for the membership. All meetings shall be open to all members. Members may request items to be included on the agenda for meetings by notifying the Chair, or the Chair's designee in writing at least one week prior to the scheduled meeting.

Section 5. Special meetings may be called by the Chair or by twenty percent (20%) of the Coalition members. This shall be done by written notice to the Coalition members, at least one week prior to the meeting stating the purpose of the special meeting, and in accordance with Coalition procedures.

Section 6. A quorum at any meeting of the Coalition membership shall be at least nine (9) members. Two thirds vote of the number present constitutes the Act of the Membership.

Section 7. Organizational members present at a meeting, shall have one vote for each organization represented. Organizational members may nominate up to three official MTSC Representatives. This shall include a "primary" representative and one or two "secondary" representatives. Organizational member representatives must be employees or volunteers of the organization represented. Should an Organization's primary or secondary representative leave the employ of the Organization or be otherwise unable to serve, the Organization may appoint another person.

Individual / Family Members present at a meeting, shall have one vote each.

A person designated as a representative of an organization may not hold membership in the Coalition as an Individual member at the same time.

All business and proposed actions are subject to Board approval.

Section 8. When these By-laws provide for written notice to be mailed, the notice may be faxed or e-mailed in addition to standard mail to members unless the member has specifically requested only mailed notifications.

Section 9. Robert's Rules of Order, current edition, shall govern all parliamentary proceedings. The Chair, or designee, shall make all interpretations of rules. The Board of Directors may simplify parliamentary proceedings, as agreed upon by the Board.

Section 10. The Board of Directors shall represent the Coalition when taking a position on public policy issues or Coalition procedures. The Board of Directors shall ensure

reasonable efforts are made to obtain input from all members (including phone, fax and e-mail). The Board shall fully consider this input before making a decision on the issue. The Board shall consider designating one or more spokespersons to represent the Coalition in public forums and in the media.

### **Article VIII. Coalition Policies and Procedures**

Coalition policies and procedures as outlined in the By-laws and other Coalition documents are developed for the efficient operation of the Coalition. Amendments to policies and procedures may be made by a two-thirds (2/3) vote of the Board of Directors provided notice of the meeting is presented to the Board members in accordance with Coalition policies and procedures.

### **Article IX. Fiscal Year**

The fiscal year of the Coalition shall begin on July 1 and end June 30.

### **Article X. Amendments**

Section 1. Amendments of these By-laws may be made by two-thirds (2/3) vote of the Board of Directors provided notice of the meeting, including the full text of the proposed amendment(s), is presented in writing to the Board of Directors in accordance with Coalition procedures.

### **Article XI. Dissolution**

In the event of a dissolution of the Coalition, all remaining assets of the Coalition shall, after necessary expenses are paid, be distributed to one or more organizations that qualify under Section 501(c)(3) of the Internal Revenue Code as amended, in such a manner as will best accomplish the general purpose of the Coalition. Dissolution of the Coalition and the method of disbursement for all assets requires a positive vote of 2/3 of the Coalition membership present at a membership meeting at which a quorum is present. One month written notice is required for a Dissolution meeting. The Chair is responsible for presenting the Board recommendation relative to dissolution and a schedule of assets with a proposal for disbursement.