

Bylaws of the Maine Transportation Safety Coalition

Article I. Name

The name of this organization is the Maine Transportation Safety Coalition. The Coalition shall be an independent, non-profit, non-commercial organization.

Article II. Purpose

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

Article III. Membership and Dues

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

Organizational membership is open to any private corporation, non-profit organization, local, state or federal agency.

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

Section 2. Membership is open to all who wish to become members. Applicants shall become members in good standing upon submission of a completed application with any dues and fees required by the Coalition. Only 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, when a member has not paid annual dues within a reasonable time after receiving notification for dues payment, or for other just cause provided a written report is approved by a two-thirds (2/3) vote of the Board of Directors. Dues that have been paid are not refundable.

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

Section 5. Dues rates shall be determined by the Board of Directors and payable by January 1 of each year.

Article IV. Coalition Membership Meetings

Section 1. The Annual Meeting of the Coalition shall be held in the month of June each year at a time and place determined by the Board of Directors. The business of the Annual Meeting shall be to receive the reports of the Coalition officers and Activity Group Chairs, evaluate and update the Coalition's goals and objectives, evaluate Coalition activities, determine focus activities for

the upcoming year, and consider all items of interest to the membership. Voting by proxy shall not be permitted at the Annual Meeting.

Section 2. In addition to the Annual Meeting, a Coalition Membership Meeting will be held in the Spring of each year. This meeting will be called by the Coalition Chair. The purpose of the meeting will be to elect new Board Members and solicit ideas for activities for the next fiscal year. Voting by proxy shall not be permitted at the Coalition Membership Meeting.

Section 3. Notice of time and place of the Annual Meeting and the Coalition Membership Meeting shall be mailed to all Coalition members so as to provide reasonable notice of the meeting dates, in accordance with Coalition procedures. If a meeting is canceled, appropriate notice shall be sent as soon as possible to Coalition members.

Section 4. An annual Coalition Board meeting schedule will be developed by the Board of Directors and be made available to the entire membership in accordance with Coalition procedures. All Board meetings will be open to general members as described in Article V. General members may request items to be included on the agenda for Board meetings by notifying the Chair, or the Chair's designee prior to the scheduled Board meeting, in accordance with Coalition procedures.

Section 5. Special meetings of the Coalition membership may be called by the Chair or by twenty percent (20%) of the Coalition members in good standing, provided appropriate written notice is mailed to all Coalition members 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 twenty percent (20%), but not less than eight (8), of the members in good standing and the act of two-thirds (2/3) of the members present at any meeting at which there is a quorum present shall be the act of the membership.

Section 7. Organizational members present at a meeting and in good standing shall have one vote for each official MTSC representative. Organizational members may name up to three official MTSC Representatives, as that number may be varied from time to time by the Board. This will include a "primary" representative and one or two "secondary" representatives, as applicable. Should an Organization's primary or secondary representative at any time leave the employ of the Organization or be otherwise unable to serve, the Organization may appoint another person to take his or her place. . Member organizations must designate employees of members who will serve as the official representatives and only these official MTSC Representatives will be entitled to voting rights. Organizational Members Representatives may only designate one of their Representatives to vote at any particular meeting.

Individual / Family members present at a meeting and in good standing shall have one vote each. A person who is currently an official Representative of an Organizational Member may not hold membership in the Coalition as an individual at the same time.

Section 8. When these bylaws provide for notice to be mailed, notice may be faxed or e-mailed instead to any member unless the member has specifically requested only mailed notifications.

Section 9. Robert's Rules of Order, current edition, shall govern all parliamentary proceedings. This Chair, or designee, shall make all interpretations of rules. The Board of Directors may simplify parliamentary proceedings, as desired, unless there is objection by any member in good standing.

Section 10. The Board will represent the Coalition when taking a position on major public policy issues or Coalition procedures. The Board will ensure reasonable efforts are made to obtain input from all members (including phone, fax and e-mail) and 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 organization in public forums and in the media.

Article V. Board of Directors

Section 1. The business, affairs and property of the Coalition shall be managed by a Board of not fewer than eight (8), nor more than fifteen (15) Directors. The number of Directors may be increased or decreased by a majority resolution of the Board; provided, however, that no such resolution may impair the rights of a sitting Board member.^[1] Five of the Board positions will be considered "Core" positions and will be reserved for one representative from each of the following five State Agencies, as determined by those Agencies: Transportation, Public Safety, Human Services, the Secretary of State and the Maine Turnpike Authority.^[2] The Board may also include up to two non-voting ex-officio positions may be held by a National Highway Traffic Safety Administration (NHTSA) representative, as determined by the NHTSA Region One Office and a Federal Highway Administration (FHWA) representative, as determined by the FHWA Maine Division Office.

Directors must be members in good standing of the Coalition at the time of their election. Good standing includes, but is not limited to, being an active member of the Coalition for a minimum of one year. "Active" is defined as pro-actively participating in an Activity Group and being effectively 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 represented by that Organization's primary representative, as defined in Article IV, 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 meeting of the Board.

Section 2. Except for the interim Board of Directors, Directors shall be elected at the Coalition Membership Meeting, and each Director 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 V, Section 1, and will not be part of the election process.

Board members may not be elected to more than three (3) consecutive terms. The ex-officio and "Core" Board positions are not subject to term limitations.

Section 3. The nomination and election process for Board positions will be determined by the Board, as defined by the Coalition procedures, and in general conformance with Robert's Rules. In order to ensure continued diverse representation on the Board, the nomination procedure shall include consideration of, but not be limited to, membership balance, variation in transportation safety program areas, and past level of participation. Three of the fifteen potential seats on the Board will be reserved at all times for Individual Members. No more than two of the Directors on the Board may be Individual Members who are employed by the same organization. If an Organizational Member holds a seat on the Board no more than one other seat on the Board may be held by a person employed by that Organization.

Section 4. The Board shall meet not less than every other month. The Board meetings will be at times and locations to be determined by the Board or by the Chair. The purpose of the monthly meetings is to conduct Coalition business, establish Coalition policies / procedures and to guide Coalition activities. A quorum at any meeting of the Board shall consist of one half (1/2) of the number of Directors currently serving, rounded upwards (NOTE: This could be as low as 1/5 of the Directors if we want).

A special meeting shall be convened if requested by the Chair or at least two Board members.^[3] Notice and an agenda for all Board meetings must be transmitted (via mail, phone, facsimile or e-mail) to all Board members in accordance with Coalition procedures, unless the Chair, for good cause, determines that a meeting must be convened on an emergency basis, in which case notice shall be given as soon as feasible. Agendas for Board meetings will also be provided to general members as requested.

Section 5. All Board meetings shall be open to all Coalition members, unless the Board, for good cause and by two-thirds vote, goes into executive session. General members must be provided appropriate notice if a regularly-scheduled Board meeting goes into executive session and the meeting is not open to them.

Section 6. All Board members, with the exception of the ex-officio positions, must serve on at least one Activity Group and attend all Board meetings, unless excused by the Chair, or the Chair's designee. Three consecutive absences, or failure to actively participate on a Coalition Activity Group, may constitute grounds for removal by a simple majority vote of the Membership.

Section 7. Any Board members may resign at any time by giving written notice to the Chair or may be removed from office by a majority vote of the Membership at any time, in accordance with applicable law.^[4] In case any office becomes vacant for any reason, the Board, by majority action, may select a Coalition member to fill the vacancy until the next term begins. The Board may waive Board member requirements when filling vacant seats. Such interim appointments do not count against any applicable term limits. "Core" Board positions that become vacant for any reason may only be filled by another representative from the "Core" Department, and as determined by the "Core" Department. All at-large 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. If the Board should resolve to increase the number of Directors as provided in Article V, Section 1, it may fill the new seat by majority vote; provided, however, that any Directors so named shall only hold office until the next regular election of Directors.^[5]

Article VI. Officers

Section 1. At the first Board meeting following the Coalition Membership Meeting, the Board membership shall elect a Chair, Vice-Chair, Secretary and Treasurer. All Officers will assume their duties on July 1 of the year of the election. Other officers with such powers and duties are as consistent with these bylaws may be appointed by the Board.

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

Section 3. Any officer may resign at any time by giving written notice to the Chair or may be removed from office by a vote of the Board membership at any time, in accordance with applicable law. In case any office becomes vacant for any reason the Board, by majority action, may select a Board member 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 meetings and, subject to the approval of the Board, authorize and appoint such Activity Groups and committees as may be required to carry out the affairs of the Coalition. The Chair shall have, and exercise, general charge and supervision of the affairs of the membership. The Chair, in consultation with the Board, will prepare position descriptions for all officer positions. The Chair is also responsible for ensuring Coalition procedures are completed and updated, and grants and outside contracts are properly managed.

Section 5. The Vice-Chair shall act for the Chair and preside at meetings in the absence of the Chair.

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 such other books and records as the Coalition may direct, may attest to the accuracy of such books and records, and shall 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, shall provide for receiving moneys due and payable to the Coalition from whatever source, and shall see to the deposit of these moneys in such banks, trust companies, and other depositories as shall be selected by the officers. The Treasurer, or designee, shall 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. The Treasurer, or designee, shall also exhibit the books of the Coalition at all reasonable times to any member of the Coalition, and shall make regular written reports to the Chair and officers.

Article VII. Activity Groups / Committees

Section 1. The Chair shall have the authority to appoint Activity Groups or other committees from among the membership or among such other persons as the Board and Chair may see fit. Such Activity Groups or committees shall have powers and duties as shall from time to time be prescribed by the Chair. The Chair has the right to be a voting member *ex officio* of each Activity Group or committee.

Section 2. Each Activity Group or committee shall be assigned a "designated" Board member who will serve as a member of that Activity Group or committee and who will be responsible for ensuring that an initial meeting is scheduled, an Activity Chair is selected, objectives are set and met, the Activity Group or committee appropriately represents the Coalition and the Board is update on the status of the Activity Group or committee.

Article VIII. Coalition Procedures

Coalition procedures shall be developed for the efficient operation of the Coalition and shall be approved by the Board of Directors. Amendments to these 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 procedure's.

Article IX. Fiscal Year

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

Article X. Amendments

Section 1. Amendments of these bylaws may be made by two-thirds 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 members 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.