

1 **CONSTITUTION OF THE ASSOCIATION OF TRANSPORTATION SAFETY**
2 **INFORMATION PROFESSIONALS**

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4
5 **ARTICLE I – Name, Purpose, Structural & Working Affiliations, and Other Details**

6
7 **Section 1 - Name**

8
9 The name of this organization shall be the Association of Transportation Safety Information
10 Professionals (ATSIP), hereinafter referred to as the “Association”.

11
12 **Section 2 - Purpose**

13
14 The purpose of the Association shall be to:

- 15
16 (a) Advise and assist local, State, and federal governmental bodies and agencies plus
17 appropriate non-governmental groups and organizations in the implementation of programs
18 and activities related to the design, development, and use of traffic records systems.
19 (These programs and activities include those the Association incorporated into the National
20 Agenda for the Improvement of Highway Safety Information Systems.)
21
22 (b) Provide a central point of reference and action to develop, improve, and evaluate traffic
23 records data systems in terms of standards, policies, and applications.
24
25 (c) Encourage the use of improved techniques and innovative procedures in the collection,
26 storage, and uses of traffic records data.
27
28 (d) Promote interdisciplinary communication and collaboration.
29
30 (e) Serve as a forum for members and others to discuss traffic records system programs of the
31 Federal agencies and other organizations.
32
33 (f) Sponsor and encourage periodic gatherings or forums for members and non-members alike
34 to discuss a broad spectrum of traffic records systems issues (from collection to uses of
35 data) with particular emphasis on issues affecting local and State governmental
36 organizations.
37
38 (g) Encourage and assist in the development of its members to achieve the knowledge and skill
39 in the development of transportation safety information systems that provide the
40 transportation manager with the basis to provide the safety and mobility necessary for the
41 nation's economic and social well being.
42
43 (h) Promote the professional development of members, supporting and encouraging education,
44 stimulating research, developing public awareness and exchanging professional
45 information.
46

47 (i) Encourage the development of training courses and the certification of its members that
48 have demonstrated knowledge in these subject areas.

49
50 (j) Promote the ethics, leadership, and career growth of its members.
51

52 **Section 3 – Structural and Working Affiliations** 53

54 (a) Upon adoption of this restatement of the Constitution, the Association will exist as an
55 independent professional society unaffiliated structurally with any other group, body, or
56 organization. However, by a two-thirds (2/3) vote of the then-current total membership
57 of the Association’s Executive Board (hereinafter called the Board), the Association may
58 affiliate or disaffiliate from any group, body, or organization the Board deems
59 appropriate. If in order to consummate such an affiliation the Association must assume a
60 new name (e.g., Committee ___ of the ___), it may do so and it may correspondingly
61 rename its sub-groups. However, if allowed, the Association’s name should be retained
62 as either the primary or a secondary name of the new group.
63

64 (b) By a simple majority vote, the Board may enter into a “working affiliation” or
65 relationship with some other group or organization having similar goals, objectives,
66 programs, or activities. This affiliation may be informal, formal, or contractual as
67 deemed appropriate.
68

69 **Section 4 – Location** 70

71 As necessary or deemed appropriate, the Board may designate a headquarters location or address.
72 That designation may be changed from time to time at the discretion of the Board.
73

74 **Section 5 - Seal & Logo** 75

76 The Board may approve a seal and/or logo for the Association. If so approved, policies governing
77 the authorized use of the seal and logo shall be adopted by the Board.
78

79 **Section 6 – Regions** 80

81 To encourage geographic inclusiveness and regional access to the Association’s events, the
82 Association is divided into three Regions:
83

84 REGION 1 - Shall be the Western Region, consisting of Asia, Australia, the following Provinces
85 in Canada: Alberta, British Columbia, Manitoba, and Saskatchewan, the Northwest Territories
86 and the Yukon Territory; the Federal District and all the States of Mexico; and the following
87 states in the United States: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana,
88 Nevada, New Mexico, North Dakota, Oregon, South Dakota, Utah, Washington, and Wyoming,
89 and the Island of Guam.
90

91 REGION 2 - Shall be the Central Region, consisting of the Canadian Province of Ontario and the
92 following states in the United States: Alabama, Arkansas, Illinois, Indiana, Iowa, Kansas,

93 Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Nebraska, Ohio, Oklahoma,
94 Tennessee, Texas, and Wisconsin.

95
96 REGION 3 - Shall be the Eastern Region, consisting of Europe; Africa and South and Central
97 America; the following Provinces in Canada: New Brunswick, New Foundland, Nova Scotia,
98 Prince Edward Island, and Quebec; and the following states in the United States: Connecticut,
99 Delaware, Florida, Georgia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey,
100 New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Vermont, Virginia, and
101 West Virginia, the Commonwealth of Puerto Rico, the District of Columbia, and the Virgin
102 Islands.

103
104

105 **ARTICLE II – Membership**

106

107 **Section 1 – Definition**

108

109 As used in this Constitution, the terms “member” and “membership” refer only to membership in
110 the Association and are not to be construed to imply membership in any other organization.

111

112 **Section 2 – Eligibility for Membership**

113

114 The membership of the Association shall be open to any person actively involved in the design,
115 development, maintenance, and/or operation of transportation safety information systems or in
116 their administration and use. Acceptance into membership requires approval by the Board and
117 payment of dues.

118

119 **Section 3 – Privileges of Membership**

120

121 Membership shall consist of Fellow, Member, and Associate grades. All members shall be
122 equally entitled to all privileges of the Association excepting that only Fellows shall be eligible
123 to hold office as President or Vice President, and that only Fellows and Members shall be
124 eligible to hold office on the Board.

125

126 **Section 4 - Membership Qualifications**

127

128

129 (a) **Fellow:** There shall be no direct admission to the grade of Fellow. To be eligible for
130 transfer to the grade of Fellow an applicant shall have demonstrated an active
131 commitment and contribution to the work of the Association or the profession. The
132 applicant must also have been in the grade of Member for at least five years.

133

134 (b) **(full) Member:** To be eligible for admission or transfer to the grade of Member an
135 applicant shall have five years of professional experience in transportation, transportation
136 safety, information technology, or allied fields. The Board may adopt policies granting a
137 maximum of four years credit towards the five-year requirement for acceptable academic
138 work.

139

- 140 (c) **Associate Member:** To be eligible for admission to the grade of Associate an applicant
141 shall be actively involved in the design, development, maintenance, and/or operation of
142 transportation safety information systems or in their administration and use.
143
- 144 (d) **Emeritus Member:** To be eligible for admission to the grade of Emeritus, the individual
145 shall be a current or former member of the Association, shall have made significant
146 contributions to both the Association and the profession, and shall no longer be actively
147 involved in transportation safety information systems. As used in this paragraph, the
148 word “Association” refers not only to the current Association but also to its predecessor
149 organizations. Emeritus membership is an honor conferred by the Board on a small
150 number of people. Emeritus members pay no dues, but are considered Voting Members.
151 They are encouraged to participate in the activities of the Association and lend their
152 expertise. Emeritus Members retain the rank and privileges of the membership grade
153 they occupied prior to election to Emeritus status and may alternatively be known as
154 Fellow Emeritus, (full) Member Emeritus, or Associate Emeritus as appropriate.
155
- 156 (e) **Voting Members** are those members whose dues are no more than three (3) months in
157 arrears and who are otherwise in good standing. (Note: “Voting Member” is not a grade
158 of membership but rather a category of membership)
159
- 160 (f) **Affiliate Members** are organizations, not individuals, that support the Association.
161 While Affiliate Member organizations have no direct vote in the Association’s affairs,
162 they are encouraged to participate in the activities of the Association. (Individuals
163 associated with Affiliate Member organizations may be Voting Members if they are so
164 qualified and appropriately approved.)
165
- 166 (g) Admission to membership and transfer to a higher grade shall require the approval of the
167 Board.
168
- 169 (h) The Board may interpret the above requirements and may adopt additional membership
170 requirements not inconsistent with the above requirements.
171

172 **Section 5 - Code of Conduct**

173

174 (a) **Preamble:** Members of this Association shall advance the dignity and integrity of the
175 Association by keeping with high standards of ethical conduct and will:

- 176
- 177 ➤ Use professional knowledge and skill for the advancement of the community social and
178 economic welfare,
 - 179 ➤ Be honest and impartial in dealing with employers, clients, and the public, and
 - 180 ➤ Strive to increase the competence and prestige of the profession.
- 181

182 (b) **Member Obligations**

183

184 Member obligations in keeping with the above preamble shall:

185

- 186 ➤ Be guided in their provision of service by the highest standards of integrity,

- 187 ➤ At all time strive to serve the public interest,
- 188 ➤ Refrain from all conduct or practice which may discredit the Association,
- 189 ➤ Not disclose confidential information concerning the business affairs or technical processes of
- 190 any present or former client or employer without their consent,
- 191 ➤ Not be influenced by conflicting interests,
- 192 ➤ Uphold the principle that adequate compensation be received for services provided to the
- 193 transportation safety industry,
- 194 ➤ Be totally truthful in their efforts to gain employment or advancement,
- 195 ➤ Not attempt to injure, maliciously or falsely, directly or indirectly, the reputation, prospects,
- 196 practice or employment of other members of the Association,
- 197 ➤ Cooperate with one another in extending the effectiveness of transportation safety by the
- 198 exchange of information and experience with other members of the Association and will
- 199 provide opportunity for the advancement and development of other members.

200

201 **Section 6 – Resignation and Reinstatement of Membership**

202

203 (a) A member may resign by written communication to the Association’s Secretary. The
204 resignation will be accepted in good standing if the member is current with all financial
205 obligations and no bad conduct charges are pending against the member. Unless the
206 Board has subsequently adopted a policy to the contrary, there will be no refund of
207 current year dues.

208

209 (b) Reinstatement of a member who has resigned shall require payment in full of the
210 member’s dues for the fiscal year in which reinstatement is requested and submission of
211 any other information required by the Board.

212

213 **Section 7 – Inactivation and Restoration of Membership**

214

215 (a) Any member more than three (3) months in arrears paying dues or other financial
216 obligations shall automatically be placed in an inactive status. Inactive members do not
217 receive publications and are not considered current Voting Members. Therefore they
218 cannot vote. In addition, such members may not be elected as an officer or as an At-
219 Large Member of the Board and, if already serving in such a position, shall not continue
220 serving in that position. The Board may choose to extend the time for payment and for
221 application of these penalties upon written request to the Secretary explaining the
222 circumstances.

223

224 (b) To be reactivated and regain Voting Member status, the member must pay the current
225 fiscal year’s dues in full, pay any other financial obligations in full, and submit such
226 information as the Board may require.

227

228 **Section 8 – Disciplinary Action**

229

230 (a) On its own initiative or upon the request of five (5) Fellows or (full) Members, the Board
231 shall investigate alleged violations of the Association’s Code of Conduct (Section 5). If
232 justified, a fair hearing shall be held at which the accused member shall be given ample

233 opportunity to defend him or herself. For just cause and after a fair and impartial hearing,
234 the Board may discipline the member.

- 235
236 (b) Possible disciplinary actions are expulsion, suspension, admonition, or other appropriate
237 penalty. Expulsion requires a three-fourths (3/4) vote of the entire then-current Board
238 membership while other disciplinary actions require only a two-thirds (2/3) vote of the
239 entire then-current Board membership. At its discretion, the Board may announce to the
240 membership a disciplinary action taken against one of the members. The disciplined
241 member shall owe dues in the fiscal year in which the action was taken. At its discretion,
242 the Board may reinstate a disciplined member to good standing upon the individual
243 paying all outstanding financial obligations and paying dues for the fiscal year in which
244 reinstatement occurs. A vote to reinstate takes the same plurality (three-quarters or two-
245 thirds) as was required to discipline the member.

246 247 **ARTICLE III – Dues & Fees**

248 249 **Section 1 – Dues**

250
251 Annual dues of the Association shall be established by the Board and may vary by membership
252 grade. Emeritus Members are not assessed dues. The membership year shall begin on January 1
253 and end on December 31. Dues shall be on a membership year basis, but the Board may prorate
254 dues for members joining in the “middle” of a membership year. The Board shall strive to keep
255 dues reasonable and to avoid excessive increases from one membership year to the next.

256 257 **Section 2 - Fees**

258
259 The Board may assess fees for such things as registration at events it sponsors, services it
260 provides, and products that it sells. Fees may be charged to organizations wishing to become
261 Affiliate Members of the Association. Such fees might allow the organization to designate a
262 certain number of individuals to be Voting Members of the Association. However, those
263 individuals must qualify for such a position and must be duly approved.

264 265 **Section 3 – Non-Payment**

266
267 Any member more than three (3) months in arrears in paying dues and/or fees shall automatically
268 be placed in an inactive status. See Article II, Section 7 for more details.

269 270 **ARTICLE IV – Officers**

271 272 **Section 1- Qualifications, Nomination, Election, and Term of Office**

- 273
274 (a) The elected officers shall be a President, First Vice President, Second Vice President, and
275 Secretary. (Note that the Board has the authority to appoint a Treasurer, but that
276 individual is not an officer, is not elected by the membership, and does not have a vote on
277 the Board.)

- 279 (b) All officers at the time of their election shall be Voting Members of the Association in
280 good standing. At the time of their election, the President and Vice Presidents shall be
281 Fellows and the Secretary shall be either a Fellow or a Member. The Board may adopt
282 additional requirements. To remain in office, these individuals must remain Voting
283 Members in good standing.
284
- 285 (c) All four elected officers shall be nominated and elected in accordance with Article VII.
286
- 287 (d) The elected officers shall serve a term of approximately one year commencing at the
288 conclusion of the business meeting at which the Annual Announcement of Election
289 Results occurs and running through the conclusion of the business meeting at which the
290 Annual Announcement of Election Results occurs. All four officers may serve multiple
291 one-year terms in one of those positions. However, the tradition has been for the
292 President and the two Vice Presidents to serve one year in each office and then move up
293 to the next office. It is traditional for the Secretary to serve multiple one-year terms.
294

295 **Section 2 – Responsibilities of the President**

- 296
- 297 (a) Serve as the chairperson of the Executive Board.
298
- 299 (b) Focus the Association's efforts on fulfilling its stated objectives.
300
- 301 (c) Preside at Association meetings.
302
- 303 (d) Establish and dissolve ad hoc committees as needed with the approval of the Board.
304
- 305 (e) Appoint chairpersons and members of all committees, except the Standard-Setting,
306 Forum Program Planning, and Nominating Committees.
307
- 308 (f) Serve as an ex-officio member (without vote) of all committees, except the Nominating
309 Committee.
310
- 311 (g) Direct preparation of required reports.
312
- 313 (h) Delegate appropriate duties to other Association officers. Duties delegated to the First
314 Vice President shall be chosen to acquaint that individual with the breadth and depth of
315 Association activities.
316
- 317 (i) Appoint liaison representatives to other groups and organizations as appropriate with
318 approval of the Board. (The role these individuals play in the other organizations will be
319 determined by those other organizations.)
320
- 321 (j) Appoint a Parliamentarian to provide parliamentary, Constitutional, and related advice
322 primarily to the President but also to the Executive Board and the entire Association. The
323 person so appointed shall neither acquire nor lose any voting rights by virtue of the
324 appointment but does have speaking rights at Board and Association meetings.
325

326 (k) Assist the Board in filling any mid-year vacancy in the offices of either of the Vice
327 Presidents or the Secretary.

328
329 (l) Assume other responsibilities and duties normally associated with the office of President
330 or as directed by the Board.

331
332 **Section 3 – Responsibilities of the First Vice President**

333 (a) Substitute for the President in the absence of the President.

334 (b) Serve as a voting member of the Executive Board.

335
336 (c) With the assistance of others (including the Association’s Treasurer, if the Board
337 appointed one), monitor the finances of the Association.

338 (d) Make sure required tax filings and submittals are being made in a timely manner (by the
339 Association’s treasurer, if there is one, or by someone else)

340 (e) Perform duties assigned by the President or Board.

341 (f) Provide advice to the program chairperson of any major Forum sponsored by the
342 Association during the First Vice President’s term of office.

343 (g) Be prepared to ascend to the position of President if asked (particularly in the case of an
344 unexpected vacancy).

345 (h) Work with the Parliamentarian in preparing proposed Constitutional amendments for
346 ballot.

347 (i) Maintain a chronological history file of all duly approved amendments to the Constitution
348 and appropriately update the Constitution after the passage of any amendment. The
349 Secretary will assist with this task and both officers shall maintain a copy of the up-to-
350 date document.

351 (j) Maintain the official copy of the Manual of Executive Board Policies. The Secretary will
352 assist with this task and both officers shall maintain a copy of the up-to-date document.

353
354 **Section 4 – Responsibilities of the Second Vice President**

355 (a) Serve as Program Chairperson of any major Forum sponsored by the Association during
356 his or her tenure as Second Vice President and, if there is such a Forum, establish and
357 chair an ad hoc committee to plan, develop and coordinate the program at that Forum.

358 (b) Serve as a voting member of the Executive Board.

371 (c) Be prepared to ascend to the position of First Vice President if asked.

372
373 (d) Perform other duties as assigned.

374
375 **Section 5 – Responsibilities of the Secretary**

376
377 (a) Oversee and coordinate the maintenance of the Association’s membership records, contact
378 lists, correspondence files, meeting minutes, and related documents. (The Executive Board
379 may enter into some kind of arrangement with one or more persons, groups, and/or
380 organizations to do part or all of this, but the Secretary is charged to make sure the work is
381 being appropriately performed.)

382
383 (b) Record and circulate the minutes of all Association and Executive Board meetings.

384
385 (c) Assist the President in preparing and appropriately distributing notices and agendas of
386 Executive Board and Association meetings.

387
388 (d) Serve as a voting member of the Executive Board.

389
390 (e) Assist the First Vice President in keeping both the Manual of Executive Board Policies and
391 the Constitution up-to-date. Both officers shall maintain up-to-date copies of both
392 documents and the Secretary shall be responsible for seeing that an up-to-date copy of the
393 Constitution is available on the Association’s website.

394
395 (f) Maintain historical records such as a complete listing of the Association’s Presidents and their
396 years of service, a listing of Forum sites by year, the names of all Emeritus Members and the
397 years in which they were elected, and listings of other awards made by the Association (such as
398 Best Practices and Best Website).

399
400 (g) Disseminate information to the Association membership as directed.

401
402 (h) Assist the President in the preparation of reports.

403
404 (i) Submit such corporate reports that the Association shall be required to make (if it is
405 incorporated) or make sure someone else is submitting those reports.

406
407 (j) Oversee all balloting of the entire Association membership including annual elections,
408 balloting on proposed Constitutional amendments, and other ballots of the membership.
409 Insure all Constitutional requirements are met.

410
411 (k) Perform other duties as assigned.

412
413 **ARTICLE V – Executive Board**

416 **Section 1 – Role, Powers, and Responsibilities**

- 417
- 418 (a) The government of the Association shall be vested in the Executive Board.
- 419
- 420 (b) The Board has the power to take any action that is in the best interests of the Association
421 and consistent with the provisions of this Constitution, relevant actions of the Association’s
422 membership, and any applicable laws, regulations, or policies taking precedence over this
423 Constitution. Any legitimate powers not exclusively reserved to the membership of the
424 Association may be exercised by the Board. In the case of conflict between actions of the
425 membership and the Board, the actions of the membership take precedence.
- 426
- 427 (c) The Board’s powers include but are not limited to the right to incorporate the Association;
428 dissolve that corporation (note that dissolving the corporation does not dissolve the
429 Association—see Article X for dissolving the Association itself); apply for 501(c)(3) tax
430 status; establish and administer certification programs; interpret the qualifications for
431 membership and establish additional requirements; establish liaison relationships with other
432 organizations; hire employees; and enter into contractual commitments with individuals
433 and other organizations for any reasonable purpose including the provision of secretarial
434 services, bookkeeping services, printing costs, commitments necessary for sponsoring
435 forums, and insurance.
- 436
- 437 (d) The Board shall set the annual activities of the Association and shall establish, if needed,
438 deadlines for selected projects and activities. The Executive Board shall assist the
439 President in carrying out Association activities.
- 440
- 441 (e) Each year, the Board shall set the date of the Annual Announcement of Election Results at
442 least five (5) months in advance of that date. Preferably the date should be during the third
443 quarter of the calendar year. Ideally the date should be during a face-to-face business
444 meeting of the Association. If that is not possible, it should be set at a face-to-face
445 meeting of the Executive Board. If neither of those is possible, it shall be set at some other
446 Executive Board meeting.
- 447
- 448 (f) Any policies (such as membership requirements, amount of dues, etc.) adopted by the
449 Board in the performance of these or other actions shall be compiled into a **Manual of**
450 **Executive Board Policies**. That Manual shall be kept current by the First Vice President
451 in cooperation with the Secretary.
- 452
- 453 (g) The Board shall oversee the Association’s officers and make sure they are adequately
454 performing their prescribed duties and any other responsibilities they might be assigned. If
455 necessary or deemed desirable, the Board shall instruct an officer of its choice to hire
456 someone or contract for appropriate secretarial services to assist the Secretary.
- 457
- 458 (h) The Board shall see that the Association’s financial affairs are adequately managed and
459 maintained. To do this, the Board if deemed necessary may instruct an officer of its choice
460 to hire a Treasurer or may enter into an appropriate relationship, agreement, or contract
461 with an individual, group of individuals, or organization or company to perform the duties

462 of Treasurer. The remuneration, if any, shall be determined by the Board which also shall
463 define the tasks to be performed and supervise the performance of those tasks. The
464 Treasurer shall report directly to the First Vice President. The Treasurer shall neither gain
465 nor lose a vote on the Executive Board by virtue of this appointment, but the Treasurer will
466 have speaking rights at Executive Board and Association meetings.

- 467
- 468 (i) The Board shall see that a website for the Association is maintained and the Board may
469 recruit individuals to accomplish this or assign the task to an officer of the Association.
470
- 471 (j) The Board has broad power to enter into an “organic” or structural relationship with
472 another body which the Board believes is in the Association’s best interest. See Article I,
473 Section 3(a).
474
- 475 (k) For due cause and after careful deliberation, the Board may remove any officer or any At-
476 Large Member of the Executive Board from office. Such action requires a two-thirds (2/3)
477 vote of the entire then-current membership of the Executive Board.
478

479

480 **Section 2 – Composition**

- 481
- 482 (a) The Executive Board shall consist of fourteen (14) voting members and a variable number
483 of additional, non-voting members.
484
- 485 (b) The fourteen voting members shall consist of the four current Association officers
486 (President, First Vice President, Second Vice President, and Secretary), the Association’s
487 Immediate Past President (the most recent former President who is able and willing to
488 assume this position and who is still a Voting Member in good standing), and nine (9) At-
489 Large Members. The four current Association officers shall also serve as the officers of the
490 Board and have full voting and speaking rights on it.
491
- 492 (c) The non-voting members consist of (1) the Liaison Members, (2) chairpersons of all
493 committees, (3) the Parliamentarian (if any), and the Treasurer (if any). None of these
494 individuals have voting rights or the right to make or second motions, but they all have full
495 speaking rights.
496

497 **Liaison Members** are encouraged to attend and to participate in the deliberations of the
498 Executive Board (and the Association), but, unless they also hold one of the fourteen
499 voting positions enumerated in Section 2(b) above, they may not make motions, second
500 motions, or vote. There are two categories of Liaison Members. The first consists of those
501 individuals appointed by the President to serve as a link between the Association and some
502 other designated organization. The second consists of those individuals designated by
503 other organizations to be a link with the Association. These individuals do not need to be
504 members of the Association but they are encouraged to join. The Board is not required to
505 “accept” Liaison Members appointed by another organization.
506

507 **Section 3 – At-Large Members**
508

- 509 (a) Only those Voting Members who hold the grade of Fellow or Member at the time of their election are eligible
510 to serve as an At-Large Member of the Executive Board. At-Large Members of the Board shall be
511 nominated and elected in accordance with Article VII.
512
- 513 (b) Tenure restrictions apply. No current voting member of the Board is eligible for election as
514 an At-Large Member of the Board if they have served continuously as a voting member of
515 the Board for each of the preceding five (5) years. In unusual circumstances and upon the
516 recommendation of the Committee on Nominations, the Board may, for all members of a
517 given expiring class [see subsection (e) below], change that restriction to read “No current
518 voting member of the Board is eligible for election as an At-Large Member of the Board if
519 they have served continuously as a voting member of the Board for each of the preceding
520 eight (8) years”. (There is an exception in the case of the current Secretary. That person is
521 eligible to step down as Secretary and immediately be eligible for nomination and election
522 as an At-Large Member of the Board. If that happens, the individual’s years of service as
523 Secretary are totally ignored in subsequently determining whether that individual is eligible
524 for nomination and election for another term as an At-Large Member.)
525
- 526 (c) If a mid-term vacancy occurs in one of the At-Large Member positions, a replacement to
527 complete the remainder of the term in question shall be nominated and elected in
528 accordance with Article VII. To fill the position in the interim period until the position can
529 be filled in the manner just described, the President, with the approval of the Board, may
530 appoint a duly qualified Voting Member.
531
- 532 (d) The term of office shall start at the conclusion of the business meeting at which the
533 candidate’s election as an At-Large Member is officially announced (in the Annual
534 Announcement of Election Results). Unless serving the remainder of an uncompleted
535 term, the term of office will expire approximately thirty-six (36) months later (at the
536 conclusion of the business meeting at which the Annual Announcement of Election Results
537 occurs). If an At-Large Member is elected to fulfill the uncompleted term of another
538 person, the term of office will expire at the conclusion of the business meeting at which the
539 term would have expired if there had been no mid-term vacancy.
540
- 541 (e) The nine (9) At-Large Member positions shall be divided into three (3) **classes** of three (3)
542 members each. This shall be done in such a manner that, barring any mid-term vacancies,
543 the terms of three (3) and only three (3) At-Large Members shall expire at each year (i.e., at
544 the Annual Announcement of Election Results). If a mid-term vacancy occurs, the
545 replacement to serve the remainder of the vacated term shall be nominated and elected in
546 the “normal” manner as described in Article VII thereby retaining the structure of three (3)
547 classes of three (3) members each.
548
- 549 (f) In the nomination and election of the nine (9) At-Large Members of the Board, one
550 objective shall be to have three (3) At-Large Members from each Region. Ideally there
551 should be one person from each Region in each of the three classes.
552
- 553 (g) Any changes to Section 3 shall require the amendment of this Constitution.

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Section 4 - Meetings

- (a) The Executive Board shall hold at least four (4) meetings annually. When reasonably possible, face-to-face meetings should occur at major events such as a major Forum and in conjunction with the January Transportation Research Board Meeting.
- (b) The President, at his or her volition or upon the request of four (4) voting members of the Board, shall call additional Executive Board meetings.
- (c) Any meeting may be conducted by electronic, videoconference, teleconference means, or similar mode (See Section 5 for optional voting techniques.)
- (d) A reasonable effort shall be made to provide all Board members with timely advance notice of all Board meetings. Where possible, that notice shall include a description of the anticipated agenda. Failure to comply with these requirements shall invalidate any votes taken at the meeting.
- (e) The First Vice President and/or the Treasurer, if any, shall give a financial report at every meeting.
- (f) All meetings are open to all members of the Association. However, by a majority vote of the Board, the Board may go into Executive Session for a portion of a meeting in order to discuss confidential personnel matters, legal matters, negotiating strategy, and similar confidential matters. Executive Sessions are restricted to the voting membership of the Board plus others of the Board’s choice.

Section 5 – Voting

- (a) An Executive Board member who is unable to participate in any portion of a Board meeting may give whatever speaking and voting rights they have to any specifically designated person by submitting a written proxy to the Secretary or other person specifically authorized to receive a notice of proxy. The person to whom the proxy rights are being granted must meet the same requirements for Association membership and grade of membership that the person giving the proxy had to meet in order to qualify for Executive Board membership.
- (b) A simple majority of the entire then-current voting membership of the Board shall constitute a quorum for Board action. Valid proxies submitted by voting members shall be counted in determining the presence or absence of a quorum.
- (c) Votes may be taken by letter ballot, electronic mail, or equivalent methods, but are discouraged because they do not allow interaction between the members on the issue in question. However, they are permitted as long as two conditions are met. First, there is an extra burden on those disseminating the ballot to adequately and fairly state both sides of

600 the issue in question. Second, the balloting process shall be structured such that any
601 member wishing to do so shall have adequate and reasonable time after receiving the ballot
602 to contact other members and attempt to influence their votes before they are counted.
603 Proxies are not allowed with this method of voting.

- 604
605 (d) Should any motion or proposal receive the required majority of the votes cast but, due to
606 some members not voting, receive favorable votes from fewer than forty (40) percent of the
607 total then-current voting membership of the Board, action on that motion or proposal shall
608 not be considered final. In such an instance, the President shall require that a letter or
609 similar ballot be taken or that the motion be tabled for consideration at the next Board
610 meeting.

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614 **ARTICLE VI – Association Powers, Meetings, and Voting Procedures**

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616 **Section 1 – Powers**

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618 (a) The membership of the Association may engage in any activity and take any action that
619 furthers the purpose of the Association as defined in this Constitution and is consistent
620 with applicable laws, policies, and other governing constraints. The Association’s
621 membership has the sole power to elect officers, elect At-Large Members of the Board,
622 modify the qualifications for the position of At-Large Member of the Board (by
623 amending this Constitution), and such other powers as this Constitution may solely
624 reserve to the membership of the Association.
625
626 (b) Any legitimate powers not specifically reserved to the Board may be exercised by the
627 membership. In the case of conflict between actions of the membership and the Board,
628 the actions of the membership take precedence.

629
630 **Section 2 – Meetings**

- 631
632 (a) A business meeting of the Association’s entire membership shall be scheduled in
633 conjunction with all major events (such as the International Forum on Traffic Records
634 Systems) sponsored by the Association. If in keeping with the provisions of Article VII,
635 one of the agenda items would be the Annual Announcement of Election Results. Other
636 agenda items would include a report on the Association’s activities and provision for
637 members to raise whatever questions they might have of the Association’s officers and
638 Executive Board.
639
640 (b) To maximize equity of access to all Association events, the Board shall make a
641 reasonable effort to rotate these business meetings (and hence any International Forums
642 and other sponsored events) among the Association’s three Regions.
643
644 (c) Additional meetings of the Association shall be called upon: (1) the request of the
645 President with the approval of the Board or (2) the request of nine (9) voting members of

646 the Board or (3) the request of at least twenty (20) percent of the Association's Voting
647 Members in good standing.

648
649 (d) With the approval of the Board, any meeting may be conducted by electronic,
650 videoconference, or teleconference means.

651
652 (e) Meeting notices shall be sent to all Voting Members at least sixty (60) days prior to the
653 meeting dates. (If the meeting is in conjunction with some event sponsored by the
654 Association, this requirement is fulfilled if the meeting is specifically listed in any
655 mailing publicizing the associated event.)

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658 **Section 3 – Voting**

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660 (a) Proxies are not allowed in votes at meetings of the Association.

661
662 (b) At any meeting of this Association, twenty (20) percent of the total number of Voting
663 Members in good standing shall constitute a quorum for Association action.

664
665 (c) With the approval of the Board, the membership of the Association may be polled by a
666 letter or electronic ballot as long as the Board is comfortable with the integrity of the
667 process used and the validity of the ballots received. Submitted ballots must comply with
668 all requirements and instructions to be counted. Approval by ballots taken in this
669 manner on issues other than amending this Constitution shall require an affirmative vote
670 by a majority of the votes received as long as the total number of votes received is at least
671 twenty (20) percent of the total number of Voting Members in good standing.

672
673 (d) For votes taken by electronic ballot, there is an extra burden on those disseminating the
674 ballot to adequately and fairly state both sides of the issue in question. Second, the
675 balloting process shall be structured such that any member wishing to do so shall have
676 adequate and reasonable time after receiving the ballot to contact other members and
677 attempt to influence their votes before they are counted.

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680 **ARTICLE VII – Nominations and Elections**

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682 **Section 1 – Normal Process**

683
684 (a) The Nominating Committee shall nominate one or more persons for each of the four
685 elected officer positions (President, First Vice President, Second Vice President, and
686 Secretary), for each of the three (3) slots in the new class of At-Large Members of the
687 Executive Board, and for the remainder of the uncompleted term of each vacancy, if any,
688 in an At-Large Member position on the Executive Board. The complete list of nominees
689 shall be widely announced to all the Voting Members of the Association at least four
690 months prior to the date set by the Executive Board for the Annual Announcement of
691 Election Results.

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- (b) Following that announcement, a full six weeks shall be allowed during which additional individuals may be nominated by petition. Each petition shall clearly identify the individual being nominated and the specific position for which they are being nominated. For each person nominated as an At-Large Member of the Board, the petition shall state the class to which the person is being nominated. Persons nominated by petition may be from any Region. Each person must fully meet all of the Constitutional requirements for the positions to which they are being nominated. For a petition for nomination to be valid, at least ten (10) current Voting Members in good standing must sign.
 - (c) After the eligibility of any names submitted by petition has been verified, a written ballot shall be sent to each and every Voting Member in good standing. The ballot may list a given person's name as a candidate for both an officer's position and an At-Large position but not as a candidate for two different At-Large positions (in two different classes).
 - (d) Ballots may be distributed by letter or, if the Board approves, by some electronic means. The method chosen must be designed such to insure the integrity of the voting process and the validity of the resulting vote.
 - (e) The ballot must state the deadline for submission. Different modes of submission may be offered (e.g., fax, mail, in person). If more than one mode of submission is offered, different submittal deadlines may be specified for each mode.
 - (f) Ballots meeting Constitutional requirements, filled out in accordance with the instructions, and received by the deadline will be counted and the results announced at the subsequent Annual Announcement of Election Results. No nominations may be made from the floor
 - (g) There is no minimum number of ballots required to be cast. For each elected officer position, the candidate receiving the most votes shall be declared elected.
 - (h) Each class of At-Large Member positions shall be treated as a separate pool of positions, and the candidates within that pool with the largest numbers of votes regardless of the Region in which they reside shall be declared elected. For example, if there are three open positions in a class, the three candidates in that class with the largest numbers of votes shall be elected. If there are vacancies in a given At-Large class, those vacancies in that class shall be treated as a separate pool.
 - (i) If a given person is elected as an officer but is either serving in a continuing capacity as an At-Large member or was also apparently elected as a new At-Large member, that person will be declared elected to the officer's position and not to the At-Large position. If there was another person on that ballot receiving votes for that class of At-Large members, that person shall be declared elected to the At-Large position. If there was no such person, then that At-Large position will be declared vacant.

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Section 2 – Special Circumstances

- (a) If at the time of the Annual Announcement of Election Results there is not at least one candidate for a given position who was duly submitted for ballot in accordance with section 1(c) who is able and willing to serve and if the Announcement is made at a business meeting of the Association, then the nomination and election process for that position shall occur at that business meeting if a quorum is present. Nominations shall be accepted both from the Nominating Committee and from any Voting Member present at the meeting. The qualified candidate receiving the most votes shall be declared elected.
- (b) If the Annual Announcement of Election Results did not occur at a business meeting of the Association or if a quorum is not present at that meeting, the members of the outgoing Executive Board shall nominate and elect some eligible person to each vacant position. The Executive Board may establish its own internal procedures for this nomination and election process.

ARTICLE VIII – Committees

Section 1 – Categories

There are three categories of committees: Permanent Committees, Standard-Setting Committees, and Ad Hoc Committees.

Section 2 – Permanent Committees

Permanent Committees are committees whose assigned tasks are ongoing and which are expected to continue indefinitely. Permanent Committees can only be created or dissolved by amending this Constitution. The Permanent Committees are: (1) Membership and Outreach and (2) Strategic Planning.

Section 3 – Standard-Setting Committees

Standard-Setting Committees are committees that are tasked with developing or maintaining a standard such as ANSI D-16. A Standard-Setting Committee may be created by the Board in accepting the delegation of a Standard-Setting activity to the Association. A Standard-Setting Committee shall continue to exist as long as the standard setting activity is delegated to the Association.

Section 4 – Ad Hoc Committees

Ad Hoc Committees are those committees assigned tasks which should be completed in a reasonable period of time at which point the committee will be dissolved. All committees not designated as Permanent or Standard-Setting Committees are by definition Ad Hoc Committees.

784 This includes the individual Forum Site Selection Committees and the annual Nominating
785 Committees. Ad Hoc Committees may be created and dissolved by the President with the
786 approval of the Board. The progress of each Ad Hoc committee shall be reviewed annually by
787 the Board and the committee dissolved if its task has been completed.

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789 **Section 5 – Committee Chairpersons and Members**

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791 (a) Committee chairpersons should be Voting Members of the Association holding the grade
792 of Fellow or Member. Members of committees should be Voting Members of the
793 Association.

794

795 (b) With the exception of the Standard-Setting, Nominating, and Forum Program Planning
796 Committees, the President shall appoint the members and chairpersons of all committees.
797 All appointments shall be promptly reported to the Board.

798

799 (c) The chairperson of a Standard-Setting Committee shall be appointed by the Board. The
800 members of a Standard-Setting Committee shall be appointed by the committee
801 chairperson with the approval of the Board. The Second Vice President shall serve as
802 chairperson of the Forum Program Planning Committee and shall appoint the members of
803 the committee. The chairperson and members of the Nominating Committee shall be
804 selected as stated in Section 6 of this Article.

805

806 (d) All committee chairpersons and all committee members appointed by the President or the
807 Board shall serve one-year terms but may be reappointed to additional one-year terms.

808

809 **Section 6 - Nominating Committee**

810

811 (a) The Immediate Past President of the Association shall serve as chairperson of the
812 Nominating Committee. If the Immediate Past President is unable or unwilling to serve,
813 the current President shall appoint another Voting Member of the Association holding the
814 grade of Fellow to serve as Committee Chairperson. The Committee Chairperson shall
815 then appoint three additional Voting Members of the Association, one from each Region,
816 with the approval of the Board. The Nominating Committee shall present a slate of
817 nominees for the annual election of President, First Vice President, Second Vice
818 President, Secretary and At-Large Members of the Executive Board.

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820 (b) Members of the Nominating Committee shall serve one-year terms but may be
821 reappointed by the Committee Chairperson.

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826 **ARTICLE IX – Parliamentary Authority**

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828 Robert's Rules of Order Newly Revised, or any authorized subsequent revision thereof, shall
829 govern the Association in all cases to which they are applicable and in which they are not
inconsistent with this Constitution or other legal documents taking precedence.

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ARTICLE X – Dissolution of the Association

Section 1 – Power to Dissolve the Association

The power to dissolve the Association itself (as contrasted to the power to simply dissolve any corporate entity created by the Association) is vested in the membership of the Association. It may be accomplished either by a vote at an Association business meeting or by written or electronic ballot as provided in Article VI Section 3. In the case a quorum cannot be obtained, the Executive Board may dissolve the Association in a vote well publicized in advance to the entire membership of the Association.

Section 2 – Proposals to Dissolve the Association

If ten(10) Voting Members in good standing petition the Executive Board to poll the Association Membership on the issue of dissolving the Association, the Board shall order that such a ballot be distributed in accordance with the provisions of Article VI Section 3. By a majority vote of its own membership, the Board may also order such a ballot on its own.

Section 3 – Voting to Dissolve the Association

Votes to dissolve the Association shall be taken in accordance with Article VI, section 3 of this Constitution. Regardless of the method of voting, an affirmative vote of two-thirds (2/3) of all ballots cast shall be necessary for the dissolution of the Association.

Section 4 – Residual Assets

Upon dissolution, any assets of the Association shall be distributed in accordance with any applicable state or federal law or tax regulations. All outstanding obligations shall be paid to the maximum extent possible. After all obligations have been paid, any remaining, unobligated assets shall be distributed equally to each current Voting Member in good standing with each one getting an equal dollar amount.

ARTICLE XI - Amendments

Section 1 – Proposals to Amend this Constitution

Proposals to amend this Constitution may be made by a majority vote of the Board or by petition signed by at least ten (10) Voting Members in good standing.

Section 2 – Voting

Votes shall be taken in accordance with Article VI, Section 3 of this Constitution. Regardless of the method of voting, an affirmative vote of two-thirds (2/3) of all ballots cast shall be necessary for the adoption of any amendment to this Constitution.

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ARTICLE XII – Transition

Section 1 – General Provision

With the announced intention of the National Safety Council to terminate its relation with the Association, the Association must transition to a new organizational structure. To ensure a successful transition, the Executive Board needs maximum flexibility until the organization finds steady, predictable waters. During this transition period, therefore, the Executive Board is hereby authorized to temporarily waive or modify any of the provisions of this Constitution. Such actions must be reasonable, prudent, and justifiable and shall remain in effect for as brief a period as possible.

Section 2 – Specific Provisions

- (a) In spite of what this document says or implies, the existing relationship with the National Safety Council as embodied in the January 17, 2007 amended Constitution of the Association remain in effect until the relationship with the Council is officially terminated.
- (b) The 1/17/07 Constitution calls for an Annual Meeting. That meeting will be July 15, 2009, at the International Forum in Phoenix. This re-statement of the Constitution calls for an Annual Announcement of Election Results. That Announcement will occur at the July 15 Annual Meeting.
- (c) The reduction in the number of At-Large Members of the Executive Board shall be phased in and is not immediate. No individuals previously elected to the Classes of 2009, 2010, and 2011 and no individuals officially nominated by the Committee on Nominations in early 2009 for At-Large Members of the Executive Board (either to the new Class of 2012 or to fill vacancies on the Classes of 2010 and 2011) shall be forced off the Board prior to reaching their respective tenure limits. The same “protection” shall extend to any individuals nominated by petition in the spring of 2009. However, as natural attrition occurs (by resignation or by exhausting tenure, the size of each of the three classes shall be reduced to three members each at the earliest opportunity.
- (d) The Executive Board may make any adjustment it wishes in the dues structure to “cover” the second half of 2009.

6/8/2009 complete re-statement of 1/17/2007 Constitution (rewritten by RWZ & JWD)