



# WTS Charlotte Metro Chapter Bylaws



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## Charlotte Metro Bylaws Outline

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## ARTICLE I. Name

The name of the **CORPORATION** is the Women's Transportation Seminar of Charlotte Metro, Inc. hereafter called WTS Charlotte Metro. Said **CORPORATION** is a chapter of the Women's Transportation Seminar, hereafter called **WTS International**, headquartered in the Charlotte Metropolitan Area of North Carolina.

## ARTICLE II. Location

The administrative office of the **CORPORATION** shall be located in the metropolitan region of Charlotte, NC.

## ARTICLE III. Purpose

The vision of the **CORPORATION** is equity and access for women in transportation. The mission of the **CORPORATION** is to attract, sustain, connect and advance women's career to strengthen the transportation industry. The objectives of the **CORPORATION** are to be served and accomplished through programs, services, scholarships, and other stimulating activities that will support the mission of the organization. All policies and activities of the **CORPORATION** shall be consistent with applicable federal, state, provincial and local laws, legal requirements and applicable tax exemption requirements, including the requirement that the **CORPORATION** not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

## ARTICLE IV. Membership

### Section 1. Eligibility

Membership is open to persons having a professional interest in the field of transportation, in alignment with WTS International Codes of Ethics and Conduct. Membership shall not be denied to anyone in the field of transportation on the basis of race, religion, disability, national origin, sexual orientation or gender.

### Section 2. Admission

Members shall be admitted upon the annual payment of all fees and dues as determined by WTS International.

### Section 3. Type of Membership

The WTS International Board of Directors establishes appropriate categories of membership and policies for the benefits conferred with each type of membership and the obligations of members to remain in good standing.

### Section 4. Tenure

Membership shall be for twelve (12) months unless other promotions established by the WTS International Board allow for an alternative membership period.

## **Section 5. Dues**

The WTS International Board of Directors establish the annual fee for membership. All dues payments are collected, recorded, deposited, and managed by WTS International.

# **ARTICLE V. Meeting of the Membership**

## **Section 1. Annual Meeting**

An annual meeting of the Chapter membership shall normally be held for the purpose of presenting reports of activities of the **CORPORATION**. The day, time and place for the Annual Meeting will be designated by the Chapter Board of Directors.

## **Section 2. Special Meetings**

Special meetings of the Chapter membership may be called by the President, the Chapter Board of Directors, or not less than one-tenth (1/10) of the members having voting rights. No business may be introduced for vote at a special meeting that was not included in the notice for the meeting.

## **Section 3. Notice of Meetings**

Written notice stating the place, day, hour, and purpose of any meeting of the Chapter membership shall be delivered personally, by electronic communications or by mail to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting. Distribution by the Internet or electronic communications technology media may be used if approved by applicable law.

## **Section 4. Quorum**

One-fifth (1/5) of the Chapter members holding voting rights, including electronic or telephonic participation, present at a meeting of the Chapter members shall constitute a quorum. If a quorum is not present at any meeting of the Chapter members, a majority of the members present may adjourn the meeting to another date.

## **Section 5. Voting**

Where Chapter Board of Directors are to be elected by the members, such election may be conducted by electronic ballot in such manner as the Chapter Board of Directors shall determine.

## **Section 6. Electronic Voting on Other Chapter Business**

Where electronic voting by members on Chapter business items is expected, such voting may be conducted by electronic ballot in such manner as the Chapter Board of Directors shall determine. A minimum of two weeks (14 days) notice shall be provided for the members to cast their ballot.

# **ARTICLE VI. Board of Directors**

## **Section 1. Authority and Duties**

The Chapter Board of Directors shall have the authority and the responsibility to direct and manage all affairs of the **CORPORATION** not expressly precluded by the bylaws. Members of the Board will serve on

committees, task forces and perform special assignments; participate in association meetings, events and programs; be informed about the organization's mission, services, policies and programs.

## **Section 2. Composition**

The Chapter Board of Directors shall consist of the President, Vice President, Secretary, Treasurer (the Officers of the Corporation), the Immediate Past President and eight (8) Directors at Large. The Directors at Large are appointed by the Officers of the Corporation and include. The Chairperson(s) of each standing Committee and the Southeastern Regional Council representative. Each member of the Chapter Board of Directors must be a member of the **CORPORATION**.

## **Section 3. Meetings**

The Chapter Board of Directors shall hold regular meetings to transact any business within its powers. The Board shall meet a minimum of four (4) times a year with special meetings called as necessary. Notice of meetings of the Chapter Board of Directors shall be given at least two (2) days previously, in person, by mail, or electronic media to each member of the Chapter Board of Directors. Special meetings may be requested by a member of the Chapter Board of Directors or not less than one-tenth (1/10) of members having voting rights. Notice of special meetings of the Board of Directors shall be given at least ten (10) days previously, in person, by mail, or electronic media to each member of the Board of Directors.

## **Section 4. Quorum**

A majority of the Chapter Board of Directors voting members shall constitute a quorum for the transaction of business at any meeting of the Chapter Board of Directors of Directors. Voting members include the four Officers of the Corporation (the President, Vice President, Secretary, Treasurer), the Immediate Past President and the eight Directors-at-Large appointed by the Officers of the Corporation.

If less than a majority of the Board of Directors voting members is present at said meeting, any voting on items shall be postponed.

Vacant positions will not count towards the quorum.

A Board of Directors member who is on leave for a month or longer will not count towards the Quorum until they are back from leave and resume attendance at meetings. A person taking a leave for 6 months or longer will be considered vacant from their position and the Board will review the position to fill the vacancy (see Section 6 below).

## **Section 5. Manner of Acting**

The act of the majority of the Chapter Board of Directors members with voting rights present at a meeting at which a quorum is present shall be the act of the Chapter Board of Directors of Directors unless the act of a greater number is required by law or by these bylaws.

Any action required or permitted to be taken by the Corporation may be taken without a meeting if the majority (defined as half plus one) of the Board of Directors with voting rights consent in writing, including electronic communication, to such action.

The following Board members will not be counted towards a quorum or for a vote in writing to take place:

- Vacant positions will not be counted for action to take effect
- Board members on leave for a month or longer will not be required to participate for action to take effect

Such written consent or consents shall be filed with the proceedings of the Board.

## **Section 6. Vacancies**

Any vacancy occurring in the Chapter Board of Directors due to resignation, incapacitation, removal, disqualification, or otherwise and any newly created Board of Directors position, shall be filled by appointment by the Board of Directors after review by the Nominations Committee, except a vacancy in the position of President shall be filled by the Vice President. A person appointed to fill a vacancy shall be appointed for the predecessor's unexpired term in the office. Serving the midterm position constitutes one term if the person serves at least half of the unexpired term.

## **Section 7. Removal**

Any member elected or appointed to the Chapter Board of Directors, including any officer, may be removed by the Chapter Board of Directors whenever in its judgment the best interests of the **CORPORATION** would be served. Such removal will be initiated by the Chapter Board of Directors and must have the approval of a two-thirds (2/3) of the Chapter Board of Directors. Such removal shall be without prejudice.

## **Section 8. Compensation**

Chapter Board of Directors, members of Standing Committees or members of the **CORPORATION** shall not receive any stated remuneration for their services, however they shall be entitled to be paid for their traveling and other expenses properly incurred by them in connection with the affairs of the **CORPORATION**, in attending meetings of the **CORPORATION** so long as they are approved by the Chapter Board of Directors.

# **ARTICLE VII. Elections of Board of Directors**

## **Section 1. Elections**

The Officers of the **CORPORATION** shall be elected by the members for a two (2) year term of office commencing January 1 through December 31. The election will be conducted by electronic media in a manner determined by the Chapter Board of Directors. Any member in good standing with the **CORPORATION** shall be eligible to hold office. The person holding the position of Vice President shall, unless the individual declines the nomination, automatically become the candidate for President on the ballot. The ballot or accompanying materials will contain the Nominations Committee vetted slate of candidates, instructions for voting, the date on which voting shall begin and end, and information regarding each candidate seeking election. Candidates receiving the majority of the votes cast for the position will be elected. In the event of a tie for any position due to write-in candidates, a run-off election between the tied candidates will be held to determine the election for that office.

The Directors-at-Large shall be appointed or re-appointed by the Officers of the Corporation for a two-year term. A Director-at-Large who is appointed in the middle of a two-year cycle (January 1 through December 31<sup>st</sup>) will be up for re-appointment at the start of the new two-year cycle.

Each Board member shall be a WTS member in good standing and shall hold office until a successor has been duly elected and qualified.

Committee Chairs can be appointed by the voting members of the Board of Directors on a rolling basis, when vacancies come up.

## **Section 2. Term Limits**

A Board member with voting rights may not hold more than one concurrent office. The term of office of an elected Officer is two years. Any elected Officer shall not be eligible to serve more than two consecutive terms in the same office. Any elected Officer will serve no more than 5 consecutive elected terms on the Board without taking a term off of the Board.

# **ARTICLE VIII. Officers**

## **Section 1. Officers of the Corporation**

The officers of the **CORPORATION** shall be President, Vice President, Secretary, and Treasurer. .

## **Section 2. President**

The President shall be the chief executive officer of the **CORPORATION** and shall preside at all meetings of the membership and the Board of Directors. The President shall have the power to appoint volunteers to key leadership positions such as committee chairs not elected by the members and subject to the approval of the Chapter Board of Directors. The President shall sign with the Secretary any deeds, mortgages, bonds, contracts, or other such documents with which the Board of Directors has authorized to be executed, except in such cases where the bylaws or statute has expressly delegated the authority to sign to some other officer of the **CORPORATION**. An additional officer shall sign when a second signature is required. In general, the President shall perform all duties incident to the office of the President and such duties as may be assigned by the Board of Directors.

## **Section 3. Vice-President**

The Vice-President shall preside in the absence of the President or in the event the President is unable to or refuses to act. When so acting, the Vice-President shall have all powers of and be subject to all restrictions upon the President. The Vice-President shall perform such duties as may be assigned by the President or by the Chapter Board of Directors.

## **Section 4. Secretary**

The Secretary shall be the guardian of Corporate records. The Secretary is responsible for keeping the minutes of all the meetings of the members and the Chapter Board of Directors; for keeping a current register of the post office address of each member of the **CORPORATION**; for all official correspondence and notices of the Chapter in accordance with the provisions of these bylaws; and other such duties as may be assigned by the President or by the Chapter Board of Directors.

## **Section 5. Treasurer**

The Treasurer shall be responsible and have charge and custody of all funds, securities, and contracts of the **CORPORATION**; receive and give receipts for money due and payable to the **CORPORATION**; deposit all such monies in the name of the **CORPORATION** as approved by the Chapter Board of Directors; prepare financial reports and an annual report as of the end of each year; and such other duties as may be assigned by the President or by the Chapter Board of Directors.

# **ARTICLE IX. Committees**

## **Section 1. Designation**

The Chapter Board of Directors may designate or appoint one or more committees, each of which shall consist of one (1) or more persons to carry out the management of tasks delegated to them. This authority shall not operate to relieve the Chapter Board of Directors or any individual officer of any responsibility imposed by these bylaws or by law.

## **Section 2. Chairperson(s)**

For each committee, the Board of Directors shall appoint one (1) or two (2) persons to chair the committee. The remaining members of the committee shall volunteer or be appointed by the Chair of said committee.

## **Section 3. Vacancies**

Vacancies in the Chair of any committee may be filled by appointments made in the same manner as provided in case of the original appointment. Vacancies occurring in the membership of said committee shall be filled by the Chair with the consent of the Chapter Board of Directors for the remainder of the unexpired term.

## **Section 4. Rules**

Each committee may adopt rules for its own government, including quorum rules, consistent with these bylaws and with the rules adopted by the Board of Directors.

## **Section 5. Ad Hoc Committee**

The President may establish any ad hoc committee that the President or the Chapter Board of Directors deems appropriate. The committee that is termed ad hoc shall have a specific task or function to perform that is limited in scope and in time frame. Once the task or function of the ad hoc committee has been completed, the committee shall cease to exist upon the recommendation of the committee's final report to the President.

## **Section 6. Meetings**

Committees may select the number and times of meetings. Meetings shall be called by the committee chair or by any two members of the committee. Committee chairs shall notify committee members of the day, hour and place of meetings and shall notify members of the agenda items to be discussed or acted upon by electronic communications. Committees shall use procedures that include decisions made by majority or unanimous consent, and in accordance with the WTS Bylaws for committees and WTS Chapter Policies and Procedures.



## **ARTICLE X. Amendments**

A member of the Chapter Board of Directors or a member of the **CORPORATION** may propose new, amended, changes, updates or edits to these Bylaws and such new, amended, changes, updates, or edits to these Bylaws may be adopted by a majority of the voting members of the Chapter base membership at a meeting at which a quorum is attained, or via electronic vote.

## **ARTICLE XI. Rules of Procedure**

The Chapter Board of Directors may establish rules of procedure (protocols) that are consistent with these Bylaws for the policies, procedures and programs of the **CORPORATION**. The business of the **CORPORATION** with respect to adoption of motions presented to the membership or to the Chapter Board of Directors shall be conducted in accordance with the most recent edition of Robert's Rules of Order, newly revised. Deliberation of issues affecting the organization may be carried on by alternative methods consistent with these bylaws and at the discretion of the Chapter President.

## ARTICLE XII.      Dissolution

Upon dissolution of the **CORPORATION**, the Chapter governed by the Board of Directors shall pay or make provisions for the payment of all liabilities of the **CORPORATION**. This will be done exclusively for the purposes of the **CORPORATION** or to such organization or organizations organized and operated exclusively for charitable or educational purposes. Any such remaining assets shall be donated to WTS Foundation unless otherwise regulated by the legal jurisdiction in which the **CORPORATION** is incorporated.

APPROVED:    Lyuba Zuyeva  
(Print Name)

\_\_\_\_\_  
(Signature)

President  
(Title)

\_\_\_\_\_  
(Dated)

ATTESTED:    Erin Musiol  
(Print Name)

\_\_\_\_\_  
(Signature)

Secretary  
(Title)

\_\_\_\_\_  
(Dated)

**These Bylaws have been approved by base Chapter membership**

DATE: \_\_\_\_\_