

**BYLAWS OF THE CENTRAL SECTION OF THE  
INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION**  
20 March 2013

**Article I – General**

1. **Name.** The name of this organization is CENTRAL SECTION, hereinafter called the “Section.” The Section functions as a division of the International Municipal Signal Association (“IMSA International” or “International”).
2. **Purposes.** The purposes of the Section shall be as set forth in the Articles of Incorporation, as amended. Further, the Section will support and adhere to the objectives, policies, and other standards established by IMSA International.
3. **Restrictions.** All policies and activities of the Section shall be consistent with:
  - a. applicable federal, state and local antitrust, trade regulations or other requirements.
  - and
  - b. applicable tax-exemption requirements imposed on IMSA International, including the requirements that tax-exempt organizations not be organized for profit and that no part of the Section’s net earnings inure to the benefit of any private individual.
4. **Territorial Limits.** Territorial limits of a Section shall be confined to the geographic area authorized by the IMSA International Board at the time the Section’s International Charter was granted. Such limits, however, may be enlarged or reduced at the request or mutual agreement of the Sections involved and with the approval of the International Board.

**Article II – Section Membership and Membership Meetings**

1. **Membership Eligibility.** Membership categories and qualifications shall conform with the International Bylaws and shall not be modified without the prior written consent of International. Membership in the Section is limited to individuals in good standing of International who are in compliance with International’s rules and regulations.
  - a. The Section must have at least twenty-five (25) members belonging to the International Active, Public Agency or Life Membership categories.
  - b. Revocation or suspension of membership by International shall automatically constitute revocation or suspension of membership in the Section.
2. **Member Action on Section Matters: Notice, Quorum and Voting.** The requirements of this Article II, Section 2 shall apply to all meetings of the Section members that are called by the Section Board of Directors and relate to Section business. Action taken by the Section members under this provision shall be binding only on the Section.

- a. **Frequency.** Meetings of the Section membership are held at least once annually, at times and places determined by the Section Board of Directors.
- b. **Notice.** Notice of any meeting of the Section Voting Members shall be received by each Section Voting Member by mail or electronic mail not less than 30 days and not more than 90 days before the date set for such a meeting, and must include the time, date, place and purpose of such meeting.
- c. **Waiver.** Section Members may waive notice of any meeting through attendance at such meeting.
- d. **Quorum.** Ten percent of the relevant Section's Section Membership shall constitute a quorum for the transaction of business at any meeting.
- e. **Manner of Acting.** The act of a majority of the Section Members present at a duly called meeting at which a quorum is present shall be the act of the Section Voting Members.
- f. **Teleconferencing.** Any person participating in a meeting of the Section Members may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.
- g. **Ballot Voting/Written Consent.** Any action of the Section Members may be conducted by a ballot and returned by mail, fax or electronic mail. Each ballot shall only be valid if signed by the Section Voting Member. Such voting shall be subject to the same quorum and notice requirements as a meeting held in person.
- h. **Proxy Voting.** Any Section Voting Member may authorize another Section Voting Member to vote on the member's behalf. Such authorization shall be signed by the respective Section Voting Member and returned by mail, fax or electronic mail. In addition, the authorization may be returned without a written signature and submitted by other means of electronic transmission if it can be reasonably determined that the electronic transmission was authorized by the Section Voting Member, such as by submission of a unique identifier generally known only to the member.

### **Article III – Election of Section Delegates and Voting on Other International Matters**

1. Section Delegates. The International Active, Public Agency and Life Members ("International Voting Members") of each Section shall elect a delegate and alternate delegate to International's Council of Delegates ("Section Delegate(s) or "Delegate(s)") for two (2) year terms; the election shall occur in odd-numbered years. The Section's election of a Council Delegate and Alternate Delegate may be held at any time prior to the Annual joint meeting of the International Board of Directors and Council of Delegates, so that the Council Delegate-Elect and Alternate Delegate can assume office at the proper time. The International Executive Director shall be notified immediately of the results of the Section election.

2. Member Election of Delegates and Voting on International Matters – Notice, Quorum and Voting.
  - a. Application. The requirements of this Article III, Section 2 shall apply to all meetings of the International Voting Members that are called by the International Board of Directors and relate to International business. As the Sections are self-governing, all other actions of the Section Members shall be governed by the provisions in Article II and shall be binding only on the Sections.
  - b. Notice. Notice of any meeting of the International Voting Members of the Section shall be received by each International Voting Member by mail, overnight courier, electronic mail, or other mode of written transmittal, not less than ten (10) days and not more than fifty (50) days before the date set for such a meeting, and must include the time, date, place and purposes of such meeting.
  - c. Waiver. International Voting Members may waive notice of any meeting through attendance at such meeting.
  - d. Quorum. The lesser of one hundred International Voting Members or ten percent (10%) of the relevant Section’s International Voting Members shall constitute a quorum for the transaction of business at any meeting of the International Voting Membership at the Section level. Votes issued by proxy shall count towards a quorum.
  - e. Manner of Acting. The act of a majority of the Section International Voting Members present at a duly called meeting at which a quorum is present shall be the act of the relevant Section’s International Voting Members, except as otherwise provided by law.
  - f. Teleconferencing. Any person participating in a meeting of the International Voting Members of a particular Section may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting. If cost prohibitive or impractical, the Section or International office may opt not to provide teleconferencing facilities.
  - g. Ballot Voting/Written Consent. Any action of the International Voting Members of a Section may be conducted by a ballot and returned by mail, fax or electronic mail. Each ballot shall only be valid if signed by the International Voting Member. Such voting shall be subject to the same quorum and notice requirements as a meeting held in person.
  - h. Proxy Voting. Any International Voting Member may authorize another International Voting Member within the same Section to vote on the member’s behalf. Such authorization shall be signed by the respective International Voting Member and returned by mail, fax, or electronic mail. In addition, the authorization may be returned without a written signature and submitted by other means of electronic transmission if it can be reasonably

determined that the electronic transmission was authorized by the relevant International Voting Member, such as by submission of a unique identifier generally known only to the member.

- i. Special Meetings. Special meetings of the International Voting Members of a Section may be called by the International Board, the Section Board, or by ten (10) of the relevant Section's International Voting Members through written demand submitted to the Section Secretary. The Section Secretary shall promptly give notice of such meeting ten (10) to fifty (50) days prior to the meeting, and the notice shall state the purpose or purposes for which the meeting is called.

#### **Article IV – Officers**

1. Section Officers. The Officers of each Section shall consist of a President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Past President, Secretary-Treasurer (bonded), one (1) Council Delegate, and one (1) Alternate Council Delegate.
2. Composition and Election. Officers of the Section must be in good standing of the Section and IMSA International. Officers, other than the Council Delegate and Alternate Delegate, are elected by a majority of the Section Voting Members voting where a quorum is present; the Section Board of Directors sets forth the procedures for how candidates are nominated and elected. The election of the President, 1<sup>st</sup> Vice President and 2<sup>nd</sup> Vice President shall occur in even-numbered years; the election of the Secretary-Treasurer shall occur in odd-numbered years.
3. Terms. Officer terms shall be two (2) years in duration.
4. Vacancies. Vacancies among the Officers are filled, for the balance of the term of office, by the Section Board of Directors.
5. Removal or Resignation. An Officer may be removed in the same manner as a Director.
6. Compensation. Officers do not receive compensation for their services but may be reimbursed for expenses.

#### **Article V – Section Board of Directors**

1. Directors. The affairs of the Section are managed by its Section Board of Directors. It is the Section Board of Directors' duty to carry out the objectives and purposes of the Section, and to this end the Section Board of Directors may exercise all powers of the Section. Directors shall meet certain standards of conduct and attention in carrying out their responsibilities to the Section. These standards are Duty of Care, Duty of Loyalty and Duty of Obedience as described in applicable law.
2. Composition and Election. The Section Board of Directors is composed of the elected Officers of the Section and any additional Directors elected by the membership. Directors must be members in good standing of the Section and IMSA International. Directors are elected by a majority of the Section Voting Members

- voting where a quorum is present; the Section Board of Directors sets forth the procedures for how candidates are nominated and elected.
3. Terms. Director terms shall be two years in duration. Directors may serve successive terms.
  4. Vacancies. Vacancies among Directors are filled, for the balance of the term, by the Section Board of Directors.
  5. Meetings and Voting. Whenever the Directors must vote on a matter under these Bylaws or otherwise, this Article V, Section 5 will apply.
    - a. Notice.
    - b. Quorum. Fifty-five percent of the Section Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
    - c. Manner of Acting. The act of a majority of the Directors present at a duly called meeting of the Board of Directors at which a quorum is present shall be the act of the Section Board of Directors, except as otherwise provided by law or in these Bylaws.
    - d. Teleconferencing. Any person participating in a meeting of the Section Directors may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.
    - e. Action by Unanimous Written Consent. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Section Directors entitled to vote with respect to the subject matter thereof.
  6. Removal. A Section Director may be suspended or terminated by the affirmative vote of a majority of the Section Board of Directors, after giving notice to the Director and providing the Director an opportunity to respond in person or in writing, as determined in the Section Board of Directors' sole discretion. Such removal or suspension shall be for one or more material violations of any provision of the Section or International Bylaws, rules, policies, or any applicable provisions of the Kansas Statutes Annotated (K.S.A.)
  7. Compensation. Directors do not receive compensation for their services but may be reimbursed for expenses.

## **Article VI – Committees**

The Section Board of Directors may establish various committees to carry on the affairs of the Section. The creation of a committee shall be approved by a majority of the Section Directors voting where a quorum is present. The composition of each committee and manner of election of its members shall be determined by the Section Board of Directors. The rules in these Bylaws governing the Section Board of Directors also apply to committees of the Section Board of Directors. A committee may be given the authority of the Section Board of Directors only to the extent permitted under applicable law.

## Article VII – Miscellaneous

1. Charter. The Section, its Officers, Directors, and agents must conform with and maintain its IMSA International Charter and all Section affiliation requirements imposed by the International office.
2. Books and Records. The Section must keep books and records of its financial accounts, meeting minutes, and membership list (with names and addresses) at its Principal Office. The Section will make those books and records available to International at any time.
3. Fiscal Year. The fiscal year of the Section is January 1 to December 31.
4. Annual Report to International. The Section will submit an Annual Report to International by March 31 of each year that includes the Section's Financial Report and any other document or report required by International.
5. Contracts. The Section Board of Directors may authorize any Director, Officer, agent or employee to enter into or execute any contract on behalf of the Section. However, without such authorization, no person has the power or authority to bind the Section under any contract or agreement, to pledge the Section's credit, or to render the Section liable for any purpose or amount.
6. Conflict-of-Interest Policy. The Section Board of Directors shall adopt a conflict-of-interest policy and annual disclosure process that applies to all Officers and Directors of the Section.
7. Amendments. Amendments to these Bylaws are made by a two-thirds vote of the active members at any Section meeting after submittal in writing to the Secretary-Treasurer and approved as to form by the Board of Directors. In the event of a mail ballot, all ballots not returned shall be counted as a "yes" vote. The International Executive Director shall be notified of all such changes. In no instance may the provisions of Article I or Article III be modified without IMSA International's prior written consent.
8. Assets of Section upon Dissolution. No member of the Section has any right, title, or interest in or to the Section's assets. Should the Section liquidate, dissolve or terminate in any way, all assets remaining after paying the Section's debts and obligations must be transferred from the Section's bank account to an eligible organization to be used in furtherance of IMSA International's purpose.