



Association for Commuter Transportation - Midwest Chapter Bylaws

Article 1 - Name

The name of this organization shall be the Midwest Chapter of the Association for Commuter Transportation (hereinafter referred to as “ACT”).

Article II - Purpose

This organization (hereinafter referred to as “Chapter”) has been formed to carry out on a regional basis all of the aims and purposes of ACT. These aims and purposes are:

- To seek and act on opportunities to solve commute-related problems, particularly through ridesharing and other travel supply and demand management actions;
- To provide a means through which members can share information about commuter transportation issues; and
- To enhance the professional development of members.

Article III - Mission Statement

The Midwest Chapter of ACT supports its members in their efforts to enhance mobility, improve air quality and conserve energy through Transportation Demand Management (TDM) activities. In addition, the chapter (through its members) and with assistance and guidance by ACT National, strives to provide educational awareness and dissemination of information on various transportation issues and strategies involving commute alternatives to employers, employees, stakeholders, elected and public officials, public entities, etc.

Article IV - Territory

The chapter shall encompass the following states: Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Ohio, and Wisconsin.

Article V - Membership

Any ACT member in good standing whose principal place of business is located within the territory (described above) shall be eligible to become a member of the Chapter. All questions relating to eligibility and status of membership shall be subject to review by ACT. New members will be

recruited on an on-going basis.

Article VI - Meetings

1. The Chapter shall hold at least two general membership meetings each year, which may be in conjunction with a Chapter Program.
2. At any Chapter function where a fee is required to attend, there shall be an ACT member and non-member cost. Chapters may host free events as well.
3. Special meetings may be called by a majority of the Board of Directors, or upon written permission of at least two-thirds of the members of the chapter.
4. Meeting notification shall be given to all members in the Chapter by mail (or for those members with an e-mail address by e-mail) at least 7 days prior to the date of such meetings. No business shall be conducted in a meeting except those matters specifically set forth in the meeting notice.
5. A quorum shall consist of 25% of the members in the Chapter. The quorum will include at least one board member.
6. Since the territory of the chapter is multi-state and members may be unable to attend a meeting due to its geographic location, conference calling will be available to all members who want to participate in the meeting, but are unable to attend the meeting in person.

Article VII - Voting

1. Only ACT members in good standing (i.e. dues are paid) shall be eligible to vote. Each member shall have one vote.
2. A member whose ACT dues are not paid within sixty days after they first become due and payable shall be denied the privilege of voting.

Article VIII - Officers

1. Chapter officers shall consist of: President, Vice President, Secretary, Treasurer, and Immediate Past President.
2. Each officer shall be an ACT member and shall be elected to serve a two-year term. The positions of President and Secretary will alternate election years with the Vice-President and Treasurer positions. The terms of the President, Secretary and Immediate Past President will end in December of even numbered years beginning in 2004 and the terms of the Vice-President and Treasurer will end in December of odd numbered years beginning in 2003. Election terms will commence on the first workday of the New Year and conclude on the last workday of the year or until his/her successor assumes office.
3. In the event an office shall be or become vacant, the President may appoint a member, with the consent of the Chapter Board of Directors, to fill the unexpired term. If the office of President should become vacant, the Vice-President shall conduct a special election following Article XII.

Article IX - Chapter Board of Directors

1. The Chapter Board of Directors shall consist of the Chapter officers and the chairperson of the permanent committees enumerated in Article X (below).
2. The Chapter Board of Directors shall be responsible for the conduct of the affairs of the Chapter and shall have the authority to govern the activities of the Chapter in accordance with its aims and purposes, subject to the authority and control of the ACT National Board of Directors.
3. The Chapter Board of Directors shall convene at least quarterly each year. A majority of Board members, including the Chapter President or Vice President, shall constitute a quorum for the transaction of business at the Board meeting. One of these Board meetings will also include a planning session to formulate goals and objectives for the Chapter and to explore additional funding and revenue sources.
4. The Chapter Board of Directors are required to prepare an annual operating budget and shall submit a copy of the budget to ACT National at least 30 days prior to the beginning of the year.

Article X - Committees

1. The following shall be permanent committees of the Chapter: membership and program/communications. The chairperson of each of the above mentioned committees shall be a member of the Chapter Board of Directors pursuant to Article IX (above).
 - a. The Program/Communications committee will publish and mail/e-mail to all Chapter members a quarterly newsletter. Copies of the newsletter should be sent to other ACT Chapter Presidents, ACT National Board of Directors and ACT National Headquarters.
 - b. The Program/Communications committee will also send notices to members on issues impacting the region or the transportation industry.
 - c. The Membership committee will conduct a membership campaign and recruit new members on an on-going basis.
2. The chairperson of each permanent committee shall be appointed annually by the Chapter president with the approval of the Chapter Board of Directors. The members of each committee shall be appointed annually by the Chapter president with the advice of the committee chairperson.

XI - Compensation

No member of the chapter shall receive, directly or indirectly, any compensation for service performed for or on behalf of the Chapter. Reimbursement for expenses incurred on behalf of the Chapter or while doing Chapter work is not considered compensation.

XII - Conduct of Elections

1. Sixty days prior to the end of the year, the Chapter shall, with the approval of the Chapter Board of Directors, appoint a nominating/election committee for the purpose of nominating

at least one member for each elective office whose term conclude that year. In addition, the committee will oversee the election process (including the counting of ballots). The committee shall report their nominees to the Chapter President at least one month before the end of the year. Any member shall have the right to nominate for any elective office the name of a member who has indicated a willingness to serve in such elective office.

2. Elections will occur during the month of December. Each chapter member will receive either an e-mailed (if they have an e-mail address) or mailed ballot for all elective offices. Election ballots can be e-mailed or mailed back to the nominating/election committee chair. All ballots must indicate or identify the ACT member who completed the ballot.
3. The candidate receiving the highest number of votes shall be elected. There shall be no cumulative voting.
4. If the office of President is vacated, the Vice President will serve as Acting President and within the next 60 days will hold a special election to fill the vacant office of President.

Article XIII - President

1. The President shall have the authority of chief executive officer of the Chapter. The President shall preside at all meetings, shall appoint and is a member of all committees, and shall have the power to convene such meetings.
2. The President shall be the primary contact between ACT National and the Chapter. This responsibility may be delegated to an Executive Director or other such person.
3. In the absence of the President, the Vice President, the Secretary, and the Treasurer, in such order of succession, shall assume the duties and power of the President.

Article XIV - Vice President

In the absence or disability of the President, the Vice President shall assume all of the powers and duties of the President.

As designated by the President and/or Chapter Board of Directors, the Vice President shall act as official representative of the chapter, including development and planning of programs or other duties as assigned.

Article XV - Secretary

1. The Secretary shall keep an accurate record of all acts and proceedings of the organization.
2. The Secretary shall maintain an accurate database of both paid and unpaid chapter members and other such databases as required. The member database should be updated on a monthly basis in accordance with reports issued by ACT National.
3. The Secretary shall give all notices to members and officers, whenever required or directed to do so.
4. The Secretary shall keep complete and accurate minutes of each chapter meeting and shall prepare the same in form and substance as designated from time to time by ACT National. Copies of all such minutes shall be promptly forwarded to the ACT National office or to

such other place designated by the ACT National Board of Directors.

Article XVI - Treasurer

1. The Treasurer shall receive and safely keep all money belonging to the organization and shall disburse same under the direction of the Chapter Board of Directors. She/he shall keep a proper and accurate account of the receipts, disbursements and finances, and shall present reports thereof at the year end annual meeting and at such other times and places as the President of the Chapter or the Board of Directors of ACT shall determine.
2. Copies of all financial reports shall be filed promptly with ACT in such form as ACT may require.
3. The Treasurer shall receive all money, checks and drafts on behalf of the organization and shall forthwith endorse same for deposit and deposit same in a bank designated by the Chapter Board of Directors to the credit of the Chapter.
4. The Treasurer shall present at the 4th Quarter Board of Directors meeting an annual operating budget for the ensuing year. Once approved the budget must be forwarded to ACT National at least 45 days prior to the beginning of year.
5. The Treasurer shall act as purchasing agent for the organization within the authority granted him/her by the Chapter Board of Directors.
6. Chapters are required to submit quarterly financial statements to ACT National. These reports are due within thirty (30) days after the end of the quarter.
7. Chapter is required to maintain a surplus of at least \$500 at all times.

Article XVII - Fees and Dues

Fees, dues or assessments, if any, will be established by the Chapter, with the approval of the ACT National Board of Directors.

Article XVIII - ACT Annual International Conference Registration Scholarships

In order to enhance Chapter support and participation at the annual ACT International Conference and the biannual TMA Summit where employer financial support for member attendance at this activity is unavailable, each year the Chapter may pay up to the equivalent of one full conference registration fee for each event. Chapter members must submit a proposal request, no later than June 30, to the Chapter Board of Directors for consideration. The Chapter Board of Directors, at its discretion, will determine the annual registration scholarship recipient. No member is eligible to receive a registration scholarship in consecutive years or receive more than one scholarship in one calendar year.

Article XIX - Limit and Authority

1. Neither the Chapter nor any member thereof shall have the power or authority to act on behalf of or commit or obligate ACT in any matter or for any reason unless given express, prior written authority by ACT.

2. The Chapter shall submit to ACT National all requested materials required to maintain a current professional liability policy for its Officers and Directors.

Article XX - Amendments

These Bylaws may be amended, modified, or repealed, in whole or in part, upon approval of the Chapter Board of Directors and submission to the Board of Directors of ACT National.

Article XXI - Source of Authority

The Chapter shall be constituted and function by authority of the Board of Directors of ACT, and it shall derive all of its powers, responsibility and authority exclusively from ACT, subject to applicable provisions of law.

Article XXI - Separability

If any provision hereof shall be invalid, ineffective, or in conflict with the law of any state or jurisdiction, such provision shall be deemed separable from the remaining provisions hereof; remaining provisions shall not be affected thereby and shall continue in full force and effect.