



The Traffic Club of the Lehigh Valley Constitution and Bylaws

Adopted May 8, 1934 • Revision Drafted November 20, 2019

<http://www.trafficcluboflv.org>

BYLAWS

Article I – General Membership Meetings

Section 1 - The general membership meetings of the Club shall be held on or around the third week of the month, except when the occasion dictates. The time and place of these meetings shall be recommended by the Event Committee Chair, approved and authorized by the Board of Governors and announced by notice, at least fifteen (15) days prior to the date of the meeting.

Section 2 - A minimum of six general membership meetings shall be held each year, subject to the discretion of the Board of Governors.

Section 3 - General membership meetings shall consist of educational and social events. As a non-profit organization, the target ratio is 60% educational meetings. All regular meetings will include a block of time to be set aside to introduce a timely topic to further member's education.

Section 4 - Fifteen (15) members (general, student or life) shall constitute a quorum for the transaction of the business of the Club.

Section 5 - Tickets ordered for an event or meeting that are not used must be paid within thirty (30) days, unless cancelled prior to the cutoff date for the event. Anyone failing to honor this obligation shall be denied the opportunity to purchase tickets for future events.

Section 6 - Interim and unscheduled membership meetings of the Club may be called at any time by the President at the written request of five (5) members of the Board of Governors, or fifteen (15) members of the Club, stating the purpose of such meeting. Notice shall be mailed or emailed to all members at least three (3) days prior to the fixed date of the meeting. No business other than that stated in the notice shall be considered at such meeting.

Article II - Board Meetings

Section 1 - The Board meetings of the Club shall be held at the discretion of the Board. The time and place of these meetings shall be recommended by the President, approved and authorized by the Board of Governors and announced by the Secretary's notice, at least thirty (30) days prior to the date of the meeting.

Section 2 - A minimum of six Board meetings shall be held each year.

Section 3 - Board meetings shall conduct the order of business as follows:

- Call to order/Pledge of Allegiance
- Reading and approval of minutes from previous Board meeting

- Reading and approval of minutes of Executive Committee meeting
- Reading and approval of Treasurer's report
- Report of Committees
- President's Comments
- Reading of Communications
- Unfinished Business
- New Business
- General Discussions, including setting date of next Board Meeting
- The Agenda is to be used as a guideline only. It does not need to be strictly adhered to, or exclude items deemed to be important

Section 4 - Seven (7) members of the Board shall constitute a quorum for conducting business of the Club. All motions must be seconded and approved by a majority. See Approval Authority Matrix for details.

Section 5 - Special Board meetings of the Club may be called at any time by the President or at the written request of five (5) members of the Board of Governors, stating the purpose of such meeting. Notice shall be communicated to all members by the Secretary at least three (3) days prior to the fixed date of the meeting. No business other than that stated in the notice shall be considered at such meeting.

Section 6 - In the event that a vote is needed outside of a Board meeting, the Secretary may utilize electronic voting to tabulate the results, and report to the Board via email. The results of the vote must be documented in the next Board Meeting minutes.

Section 7 - The first Board meeting of the new Board will be held within two weeks of the annual membership meeting in November.

Article III - Succession Planning

Section 1 - Elections of Board Members and Executive Officers

On an annual basis, the Board will present to the general membership a slate of certified candidates selected to be voted upon for a position on the Board.

Section 2 – Nominating Process

- By June 15 the Secretary shall solicit from the general membership potential candidates for nomination to fill vacancies on the Board. These vacancies are created by expiring term limits.
- No member shall be nominated without their prior verbal consent.
- A slate of nominees shall be established by the Board, at the Board meeting immediately preceding the October membership meeting.
- Once the slate of nominees is established, the Board of Governors shall place for review and approval at least one member for each office at the next general membership meeting. Under normal succession, the 1st Vice President will become the President and the 2nd Vice President will become the 1st Vice President.

- In the event of a resignation, the person filling the position must be qualified and does not have to ascend.
- The terms of all positions shall be as designated in the Constitution.
- In the event there are more qualified candidates than positions, the Board will present a ballot for the general membership to vote at a membership meeting prior to year-end. In the event a vote is necessary, a simple majority will determine the outcome.
- At the discretion of the board a vacancy may go unfilled until such time as an acceptable candidate is found or the next nomination process occurs.
- Vacancies that occur during the term of an Executive Committee member shall be filled by someone meeting the position qualifications of that position and requires majority vote of approval by the Board of Governors. Vacancies that occur during the term of a Director shall be filled by someone meeting the qualifications from the general membership and requires majority vote by the Board of Governors. The term of those appointed to fill a vacancy shall coincide with the term of the position being filled.

Section 2 - Qualifications for Office

- Any nominee shall be a member in good standing. No member shall be chosen for the Board without first being an active member for one year and serving on at least two committees, or as otherwise determined by the Board.
- The President must have served at least one year as a Vice President within the past five (5) years.
- No member shall be nominated for 1st Vice President, 2nd Vice President, Secretary or Treasurer unless they have qualified by serving on the Board of Governors for a period of time equal to three (3) years, or at the discretion of the Board of Governors.

Article IV - Installation of Officers

Section 1 - Officers for the upcoming calendar year shall be installed at the annual membership meeting in November.

Section 2 –The Club shall provide notice of the annual meeting to the general membership at least thirty (30) days in advance of the meeting, outlining as much of the program as possible.

Article V - Duties of the Officers

Section 1 – President - It shall be the duty of the President to preside over Board meetings and oversee the transaction of business for the Club. Such duties shall include, but will not be limited to:

- Appoint all standing committee members and General Program Chair before the first Board meeting following the annual membership meeting in November.
- Present updated 18 month calendar at first Board meeting.
- Nominate 1st and 2nd Vice Presidents and present to the Board.

- Accept resignations of officers and accept nominations for replacements to Board.
- Oversee all Club functions and meetings to ensure all activities are in compliance with Constitution and Bylaws.
- Convene and open all Board meetings and general membership meetings when present.
- Work with the General Program Chairperson to develop and maintain program offerings which meet or exceed the stated goals of the Club.
- Work with various committees to ensure compliance
 - Monitor activities of the Audit and Compliance Committee to ensure annual audit is completed by April 1st.
 - Work with Bylaws Committee to pursue ideas for beneficial changes.
- Promote a positive image of the organization at both internal Club sponsored and external events.
 - President will not be required to pay dues or pay to attend any Club sponsored events.
- Prepare remarks for inclusion in Membership Directory by May 1st.
- Award the Jim Fritchey Memorial Scholarship and/or Art Donohue Memorial Scholarship at the general membership meeting in May.
- Select a Transportation Person of the Year with an anonymous committee, selected by and known only to the President. The committee shall contact the US Representative and State Senators to obtain decrees from those government bodies for the award winner. The Transportation Person of the Year shall be selected by October 1st and the award shall be presented at the annual membership meeting in November.
- Prepare remarks for inclusion in Annual Dinner Program by October 1st.
- Seek out local events held by other related professional organizations, or similar networking events, with the goal of establishing connections for the Club with other groups and to network for potential members. Notify the Board in advance of the intention to attend such an event and solicit approval for reimbursement for any fees associated with attendance.
- Shall be an ex-officio member of all committees.

Section 2 – Past President

The duties of the immediate Past President shall include:

- Attend Board Meetings as the Club Historian.
 - Provide input on the traditions of the Club.
 - Impart rationale for previous decisions.
- Act as a greeter to new members at general membership meetings.
- Serve on the Membership Committee.
- Remain as a voting member of the Board.

Section 3 - First Vice President - The First Vice President shall serve as the Chairman of the Board of Directors. The duties shall include:

- In the absence of the President, the First Vice President shall assume the duties of President.
- Chair all Board meetings.
- Support the Club through event attendance.
- Work with the Event Chair on the annual membership meeting including preparing remarks to be printed in program and select a Master of Ceremonies who will handle the following: Call to Order, Welcome, Pledge of Allegiance, Invocation, and Introduction of Past Presidents.

- Select an Installation Official to install the new Board at the annual membership meeting.
- Provide current photo for Membership Directory by May 1st to the Publication Committee Chair.
- The President-Elect must call a meeting of the Board of Governors to be held not more than two (2) weeks after the installation ceremony held at the annual membership meeting.

Section 4 - Second Vice President - The duties of Second Vice President shall include:

- In absence of President and First Vice President, the Second Vice President shall convene and open meetings. In the absence of only the First Vice President, the Second Vice President shall assume the duties of the First Vice President. In the absence of the President and two (2) Vice-Presidents, the Board meeting shall be rescheduled.
- Support the Club through event attendance.
- Attend Board meetings.
- Review database for possible Board candidates.
- Work with the General Program Chair to develop and execute Club events.
- Shall serve on one (1) event program.
- Make suggestions to the Education Committee and the Bylaws Committee.
- Oversee all committees and receive committee updates 48 hours prior to Executive Committee meeting and next scheduled Board Meeting.

Section 5 - Board of Directors - The Board of Directors shall manage the affairs of the Club, and be subject to such instructions and limitations as may be prescribed by the Club from time to time. It shall:

- Control and manage the property of the Club including that property having a fiduciary component.
- Abide by, interpret, and enforce the Constitution and Bylaws of the Club.
- Oversee the execution of all contracts and monitor all Club expenditures.
- Not have the power without express authority to make the Club liable for any debt, exceeding one-half the sum which, at the time of contracting, is in the treasury and not subject to prior liens, it may at any regular meeting recommend such action by the Club as it may deem advisable.
- Each member of the Board of Directors must attend at least sixty percent (60%) of the Board meetings called by the President each year. Board members failing to meet this requirement may be subject to removal from office by a vote of the two-thirds (2/3) of those present at a Board meeting.
- Support the Club through event attendance.
- Recommend and vet possible Board candidates.
- Shall serve on one (1) event program.
- Monitor activities of all Committees.
- Actively pursue potential Club members.
- Elected Directors may be removed by the Board by a majority vote, with or without cause.

Section 6 - Secretary - The Secretary is responsible for keeping, preserving or causing to be kept a record of all proceedings of the Club, and of the Board of Governors and of all matters of which a record shall be deemed necessary or desirable by the Club. The duties of the Secretary shall include:

- Issue all notices of upcoming meetings and discharge such other duties as may be assigned him by the Club, President, and the Board of Governors.

- Attend all Board Meetings to present previous meetings' minutes and take minutes at the current meeting.
- Publish the meeting minutes to the Board within a week after the Board meetings.
- Coordinate with the Treasurer to retain custody of all leases, contracts, and other valuable documents of the Club including all insurance policies in the Standing Binder.
- Forward all non-electronic payments to the Treasurer with a notice detailing source, purpose and amount of payment.
- In early summer, begin discussions with Board for qualified candidates for Fall elections.
- Send out notices for annual dues to all members by December 1st. Send out Past Due notices by mail or email at the discretion of the Board on a monthly basis from January through May.
- In December, send out notification stating that scholarship applications are available on January 1st and due by March 15th.
- Coordinate with the Technology Committee on communications to the general membership.

Section 7 - Treasurer - The Treasurer along with the Board shall have fiduciary responsibility and duties shall include:

- Custody of all fees, dues and other funds collected from members and/or related to Club sponsored events.
- Disbursements for the payment of usual and routine bills in the conduct of the normal course of business of the Club.
- Make such disbursements as required in accordance with the Club's "Approval Authority Guide" and "Authorization Levels Guide"; supported by the Club's "Disbursement Approval and Authorization" form and other appropriate supplier provided supporting documentation.
- In the event disbursements must be made prior to approval, ensure those members requesting such disbursements shall prepare and provide the "Disbursement Approval and Authorization" form and other appropriate supplier provided supporting documentation at the next Board meeting for subsequent review and approval.
- Maintain the books of account in accordance with generally accepted accounting principles (GAAP) and in compliance with government regulatory requirements, consistent with best practices of non-profit organizations.
- Provide a reporting of the financial status of the Club thereof at each Board meeting and at such times as called upon by the Board of Governors, President, and Audit and Compliance Committee.
- Ensure regulatory tax filings are prepared and filed on a timely basis in accordance with the respective government agencies filing requirements.

Article VI - Compensation for Secretary and Treasurer

Section 1 - The total stipend of the Secretary and Treasurer shall be paid by way of compensation as an independent contractor.

Forty percent (40%) of the annual dues from paid members during the current year shall be allocated to provide a fund from which two annual contractual payments will be drawn.

Payments will be made semi-annually. The first payment will be based on membership as of March 31st, payable in April. The second payment based on membership as of October 31st, payable in November.

The fund will be distributed as follows: Forty percent (40%) for the Secretary and sixty percent (60%) for the Treasurer.

Section 2 - At the discretion of the Board of Governors, the Secretary and the Treasurer shall execute a bond satisfactory to the Board of Governors, to be paid by the Club, and to be in such amount as it may be sufficient, for the faithful performance of the duties as Secretary and Treasurer of the Club. The Treasurer shall keep the funds of the Club in a bank designated by the Board of Governors.

Section 3 - The President, Secretary and Treasurer shall be exempt from annual dues and shall receive free admission to all Club sponsored events.

Section 4 – No other stipend shall be given to any individual unless contracted, and approved by the Board.

Section 5 – Conflict of Interest—a conflict of interest exists when a Board member has a personal interest that may influence him or her when making a decision for the organization.

Article VII - Committees

At the transitional meeting of the Board of Governors following the Annual Membership meeting, the President shall appoint the following standing committees:

- Audit and Compliance Committee
- Bylaws and Policy Committee
- Entertainment and Program Committee
- Executive Committee
- Membership Committee
- Marketing Committee
- Technology Committee
- Ad hoc Committee (Advisory Boards)

Each committee shall consist of three (3) or more members, except as provided. Each member shall serve a three year term with one member being replaced each year: one member serving one year, one member serving two years, and one member serving three years. These terms are a suggestion only and do not have to be strictly adhered to. There is no restriction as to number of committees a member can serve on. Vacancies that occur during the term shall be filled by an individual from the general membership. Any Committee chair, except for an event chair, must be a member of the Board for at least one year prior to being in that role or be a previous member of that committee for at least a year.

Audit and Compliance Committee

- Shall meet with the Treasurer within 45 days but no earlier than one calendar month subsequent to the end of the Club’s fiscal year (December 31st) to plan the annual audit of the books of account.
- Shall perform a review of the books of account and perform selective compliance and substantive audit procedures in accordance with generally accepted auditing standards (GAAS).

- Upon completion of the audit, shall prepare a report of its findings to the Board based on the results of the audit, including any and all recommendations on improvements, corrective or preventative actions.
- Shall submit for review and approval a preliminary report of their findings to the Board at least six weeks prior to the Club's tax filing deadline.
- Shall ensure all issues are resolved and revisions made and a final audit report is submitted to the Board at least four weeks prior to the Club's tax filing deadline.
- Upon Board review and approval of the report, the Audit and Compliance Committee Chair shall sign the final audit report and secure the approval and signatures of the President and Treasurer (or the preceding Treasurer if in transition).

By-Laws and Policy Committee

- This Committee will work through the President and Board of Governors to make changes to the Constitution and Bylaws to keep the Club aligned with changes in the transportation industry and the interests of the general membership.
- All proposed changes must be submitted to the Board in accordance with Article X.
- The Bylaws shall be reviewed at a minimum of every two years, or at the discretion of the Board.

Education Committee

- The Education Committee shall insure the Club is in compliance not only with Club objectives and goals, but also with governmental regulatory bodies. Members will meet as often as necessary to lay out programs that will be informative and interesting to the general membership. This committee is not responsible to secure speakers, but only to provide guidelines and subject matter for the educational programs.
- Explore innovative ideas to insure compliance into the future. These ideas, as formulated, shall require approval of the Board and the President. The goal will be to provide a calendar of events 18 months minimum into the future.
- The Committee shall manage the process of awarding scholarships. Applications for scholarships shall be reviewed by an independent party, external to the Club.

Entertainment and Program Committee

This committee shall consist of a General Program Chair and a Chairperson for each planned event for the year. The duties of the General Program Chair shall include:

- Attend Board meetings.
- Set up all events and appoint individual event chairs.
- Provide updates on the progress for each event at each Board Meeting.
- Ensure money and event forms are turned into Club Treasurer within two (2) weeks of event conclusion.
- Ensure event chairs have secured a speaker where appropriate. Check with the Education Committee for suggestions of appropriate topics.
- Communicate event information to the Website Committee and to the Secretary for timely publication.

Executive Committee

The Executive Committee shall consist of the President, the First Vice President, the Second Vice President, the Secretary, the Treasurer and the Past President.

- Shall conduct urgent business when a full Board cannot be readily convened. Meetings may be called as needed.
- All monetary decisions must be approved by the full Board of Governors.
- The outcome of any such Committee meeting shall be reported to the full Board at the next scheduled Board Meeting.
- The general purpose of such meeting would be to develop a plan to be acted upon by the full Board.

Membership Committee

- The immediate Past President shall serve on this committee which shall consist of a minimum of two (2) additional members.
- The purpose of this Committee is to attract new members to the Club and to ensure the retention of existing members.
- The Membership Committee shall in coordination with the Secretary notify members of their membership status.
- The Membership Committee shall make recommendations to the Board regarding retention and recruitment of members.

Marketing Committee

The marketing Committee is responsible for:

- Support the club through the creation of online, email, and printed materials for all club events, membership campaigns, and other media outlets.
- Create and manage content for printed advertisements or other promotional material pertaining to the Club and Club events.
- Create and manage content for internal club communications such as newsletters, linkedin posts, and other communications.
- The committee will solicit and attract advertisements and maintaining existing ones.
- Working with the Technology Committee to publish a quarterly newsletter, make social media posts and distribute through the club's member management system and social media platforms.

Technology Committee

The Technology Committee shall be responsible for:

- Updating the website (currently www.trafficoflv.org) including upcoming events and meeting notices, pictures, articles of interest in the transportation community especially in the Lehigh Valley, quarterly newsletter and updating the online membership directory.
- Coordinating with the Secretary and the Membership Committee on communication strategy pertaining to electronic forms of communications to the membership.

- All forms of social media.

Ad hoc Committee (Advisory Board)

- The Club may, at its discretion, establish a Committee that may include persons who are not Directors. Such Committees shall have no power to bind the Board and shall have only such other responsibilities and duties as delegated to them by the Board and/or the President.

Article VIII – Scholarship

The Scholarship fund shall be maintained separately from the other Club funds and shall be derived as follows:

- A portion of each membership fee
- A portion of each event ticket sold
- Other directed donations
- Additional contributions from the General Fund as directed by the Board of Governors
- Annually, the Secretary shall send out notification of the availability of scholarship applications with the annual dues notification and shall compile the completed applications.
- The completed scholarship application shall include the applicant's profile, transcripts and an essay. Additional detailed requirements shall appear in the annually published application form.
- Scholarship applications are due by March 15th and then the Secretary shall immediately forward copies to an independent party for review and recommendation.
- An independent party makes prioritized recommendations to the Secretary or the Education Committee.
- The Education Committee reviews the recommendation, makes the recommendation to the Board to issue one or two scholarships and informs all applicants of their status.
- The scholarship winner(s) shall be announced and awarded at a recognized Club event.
- For clarification of awards see Policy and Procedure Manual.

Article IX - Memorial Donations

- Donations Received – The Club may receive memorial contributions. Such donations or bequests shall be deposited and utilized within the Club as requested by the donor. Any such contributions shall be tracked and appropriate notification shall be given to the family of the deceased.
- Donations Given - The Club may, at the discretion of the Board, provide a memorial donation, contribution, or gift (such as fruit basket or flowers) for past Officers or members making significant contributions to the Club. Donations may be given only to these Club members, their spouse, significant other or immediate family members. Gifts shall be made directly to the family, or donations given to the organization as requested by the family. The recommended guideline shall limit the donation for up to twice the value of the annual dues.

Article X - Amending of By-Laws

These By-Laws may be amended by a two-thirds (2/3) vote of the quorum at any regular meeting, following approval of the Board of Directors provided that notice of such proposed amendments is specified in the call for meeting, and notice of such meeting is given at least fifteen (15) days before the

meeting date. Unless otherwise specified, the effective date of all changes, additions and deletions will take effect 60 days following the ratification by the membership.

If changes need to be made to the By-Laws quickly with cause, the change can be authorized by UNANIMOUS AGREEMENT of the Board of Governors. Change will be temporary until membership approval.

Article XI - External Communications

This guideline establishes the criteria for dissemination of communications and announcements received by outside sources to the members of The Traffic Club of Lehigh Valley.

The communication should:

- be related to the events or information pertaining to the transportation industry
- promote the exchange of ideas or experiences for the members This can include:
- Announcements regarding infrastructure changes that affect transportation modes.
- Updates from a related industry meeting
- Employment opportunities

The communication is for information only and should not promote for-profit companies or organizations.

The information is to be submitted to the Club Secretary, who will decide its relevance and send it to the designated Chair of the Technology Committee for posting on the Club website or other social or professional websites the Club has accounts with. If the Club Secretary is uncertain of the relevance, the Club President shall approve or deny publication of its compliance with this guideline.

Article XII - Roberts Rules of Order

All questions of procedure shall be disposed of by “Roberts Rules of Order”, unless other guidance is set forth in the Bylaws.