

Approved by the COD and BOD 6/26/2023.

**BYLAWS OF THE  
INTERNATIONAL MUNICIPAL SIGNAL  
ASSOCIATION, INC.**

The name of this corporation is: "International Municipal Signal Association, Inc.". It is also known in these documents as "IMSA" or as the "Corporation."

**ARTICLE I  
Governance Structure**

The Corporation shall be governed by its Board of Directors ("Board"). IMSA Voting Members, as defined in Article II of these Bylaws, may vote either through IMSA or the local IMSA Sections, as determined at the discretion of the Board of Directors.

The Members shall also be represented at the International level by the IMSA Council of Delegates ("Council"), which, when convened, shall exercise all powers, rights, and privileges of the Members.

**ARTICLE II  
Membership Qualifications, Applications, Dues, and Voting**

**Section 1: Voting Members.** Only Public Agency, Operational, Retired, and Life Membership Members (collectively referred to herein as the "Voting Members") shall have the right to vote and hold office, as limited by Articles V and VII of these Bylaws. Voting Members must pay required membership dues and shall have the right to vote in elections for representatives to the Council of Delegates, the President-Elect of the Board of Directors, and in such other elections and on such other matters as the Board may determine. All other member categories shall not have the right to hold office, except as Secretary or Treasurer of a Section, nor shall they have the right to vote, except on Corporation or Section Committees to which they may be elected or appointed.

**Section 2: Member Categories.** Provisions governing the requirements for membership applications and the establishment and payment of dues shall be set forth in the IMSA Governance and Policy Manual. IMSA shall have the following membership categories.

(a) **Public Agency:** Any employee or official of a governmental agency actively engaged in IMSA-certified public safety operations shall be eligible for Public Agency membership.

(b) **Operational Member:** Any employee of a privately owned business or

consultant who is actively engaged in IMSA-certified public safety operations except for those who are involved with the Sales and Distribution of products for the industry, shall be eligible for Operational Membership.

- (c) Associate Member: Any employee of a privately owned business (not eligible for Sustaining, Public Agency or Operational membership), whose primary responsibilities are in the Sales and Distribution of products for the industry, and who is actively engaged in IMSA-certified public safety operations shall be eligible for Associate Membership.
- (d) Sustaining Member: Any firm, organization, or corporation with special knowledge, experience, or interest in the objectives of the Corporation shall be eligible for Sustaining Membership. The annual Sustaining Member membership fee includes up to four (4) memberships, or such other number of memberships as determined by the Board. Firms, organizations, or corporations may designate an individual as its representative at the Sustaining Members Section meetings.
- (e) Life Member: Life Membership may be granted by the Board of Directors to a Public Agency or Operational Member upon their retirement from employment. Life Membership may continue during the life of the member and shall entitle them, without further payment of membership dues, to all the privileges of Public Agency or Operational Membership in the Corporation until such time as their re-employment conflicts with the intent of this section. During such conflicting employment, their Life Membership shall be temporarily suspended. Life Membership may be granted under the following conditions:
  - (1) The prospective Life Member shall have been a Public Agency or Operational Member in good standing continuously for not less than fifteen (15) years, or;
  - (2) The prospective Life Member shall have been an Officer of the Corporation or an officer of a Section of the Corporation, and shall have been a Public Agency or Operational Member in good standing continuously for not less than ten (10) years;
  - (3) An application for Life Membership shall be submitted to IMSA by the prospective Life Member's Section Secretary at least thirty (30) days prior to the annual meeting of the Board of Directors. The Section Secretary shall provide documentation that the prospective Life Member was approved by the Section and has the proper years of service at the time of application; and
  - (4) The Section is responsible for paying the Life Membership annual dues.
- (g) Retired Member: Any individual that is retired from the employment of a government agency, private business, or sustaining company and wishes to

stay actively involved in IMSA.

- (h) Honorary Member: Honorary Membership may be granted by the Board of Directors. Such membership may continue during the life of the Honorary Member and shall entitle the member, without payment of membership dues, to all of the privileges of an Associate Membership in the Corporation. Honorary Membership may be granted to any person under the following conditions:
- (1) In the judgment of the Board, the prospective Honorary Member has rendered special, conspicuous, and unusual service to the Corporation or a Section of the Corporation.
  - (2) An application for Honorary Membership shall be submitted to IMSA by the prospective Honorary Member's Section Secretary at least thirty (30) days prior to the annual meeting of the Board of Directors. The Section Secretary shall provide documentation that the prospective Honorary Member was approved by the Section and has met the requirements listed herein;
  - (3) Such request shall document the special, conspicuous and unusual service to the Corporation performed by the candidate for Honorary Membership; and
  - (4) The Section is responsible for paying the Honorary Membership annual dues.
- (i) Student Member: Any full-time student of an accredited college or university enrolled in public-safety programs shall be eligible for Student Membership. Upon graduation, the student member may be admitted to membership in an appropriate category.

The Board may establish additional categories and criteria for membership at its discretion.

**Section 3: Termination of Membership.** Membership in IMSA shall be suspended or terminated if a member does not pay all required membership dues, in full, by the due date established by the Board of Directors, pursuant to procedures established by the Board of Directors, which shall at a minimum include notice to the member of past due payments and a reasonable period of time in which to submit such payments before termination proceedings are commenced. In addition, the Board of Directors may, by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present, terminate a member's membership for one or more material violations of any provision of the IMSA Bylaws, rules, policies, or any applicable provisions of the Florida Not For Profit Corporation Act (the "Act"), after giving written notice to the member by certified or first-class mail, and providing the member an opportunity to respond in person or in writing, as determined in the

Board's sole discretion. Termination of membership shall not extinguish such members' financial obligations to the Corporation incurred prior to termination, if any.

**Section 4: Member Action at IMSA International Level: Notice.**

**Quorum and Voting.** The Voting Members may vote at the IMSA international level on the following matters: (1) the election of a candidate to the office of President-Elect if there is more than one nominee; and (2) any matter submitted to the Voting Members by the Board of Directors. All other of the Voting Members shall be exercised in the Sections or by the Delegate Council. Any action by the Voting Members at the IMSA International level shall be governed by the following provisions.

- (a) **Notice.** Notice of any meeting of the Voting Members shall be received by each 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 purpose of such meeting.
- (b) **Waiver.** Voting Members may waive notice of any meeting through attendance at such meeting.
- (c) **Quorum.** The lesser of one hundred Voting Members or ten percent (10%) of the total IMSA Voting Members represented at a meeting in person or by proxy shall constitute a quorum for the transaction of business at any meeting of the IMSA Voting Membership. Votes issued by proxy shall count towards a quorum.
- (d) **Manner of Acting.** The act of a majority of the Voting Members present and voting at a duly called meeting of the Voting Members at which a quorum is present shall be the act of the voting membership, except as otherwise provided by the Act, the Articles of Incorporation, or these Bylaws.
- (e) **Participation by Remote Communications.** Any person participating in a meeting of the Voting Members may participate by means of remote communication provided that: (1) IMSA implements reasonable means to verify that each person deemed present and authorized to vote by means of remote communication is a Voting Member (or an authorized representative thereof) or proxy holder; and (2) IMSA implements reasonable measures to provide such Voting Members or proxy holders with a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Voting Members, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrently with the proceedings. Such participation shall constitute presence in person at the meeting. If cost prohibitive or impractical, IMSA may opt not to provide remote communication facilities.

- (f) Ballot Voting. Pursuant to Section 617.0721(2)(a) of the Act, the election of the President-Elect may be conducted by mail, subject to the same notice, quorum, and approval requirements that would be required if the vote were to occur at a meeting of the members.
  
- (g) Written Consent. Any action of the Voting Members may be conducted by written consent and returned by mail, fax, or electronic mail. Each written consent shall only be valid if it describes the action being taken and is signed by the Voting Member. Written consents must be returned within ninety (90) days of the earliest dated consent. The action will be valid once written consents are received by the Corporation from at least.

as many Voting Members as would be necessary to authorize such action at a meeting at which all Voting Members entitled to vote on such action were present and voted. Within thirty (30) days of authorization of an action by written consent, notice and a description of such action so taken must be provided to all Voting Members who did not consent to the action.

- (h) Proxy Voting. Any Voting Member may authorize another Voting Member to vote on the member's behalf. Such authorization shall be signed by the respective Voting Member and returned by mail, fax or electronic mail to the Secretary of the Corporation. 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 Voting Member.
  
- (h) Special Meetings. Special meetings of the Voting Members may be called by the Board of Directors or by five percent (5%) of the Voting Members through written demand submitted to the IMSA Executive Director, which demand must describe the purpose for which the meeting is to be held. The IMSA Executive Director shall promptly give notice of such meeting to all Voting Members 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 III Corporation Sections**

The Corporation shall have constituent elements known as Sections. There shall be two types of Sections, those organized according to geographic boundaries and the Sustaining Members Section. These Sections are self-governing, provided that each Section's Bylaws must conform to the Bylaws of IMSA and all other legal requirements as outlined in the Corporation Section Handbook, except as expressly authorized in writing by the Corporation's Board or Executive Director.

**Section 1: Voting Members and Section Delegates.** Voting Members shall have the same voting rights as set forth in Article II in the respective Sections in which the Voting Members are members ("Section Voting Members"). Sustaining Members shall be considered Section Voting Members and shall have the rights afforded to Section Voting Members, with respect to the Sustaining Members Section. Only Section Voting Members shall have the right to vote in the Sections. The Section Voting Members of each Section shall elect a delegate ("Council Delegate") and alternate delegate ("Alternate Delegate") to the Council of Delegates (collectively, the "Delegates") for two (2) year terms as specified in these Bylaws. Each Section's election of a Council Delegate and Alternate Delegate may be held at any time prior to the Annual joint meeting of the Board of Directors and Council of Delegates, so that the

Council Delegate-Elect and Alternate Delegate can assume office at the proper time. The IMSA Executive Director shall be notified immediately of the results of each Section election.

**Section 2: Member Action at Section Level: Notice, Quorum and Voting.**

- (a) The requirements of this Section 2 shall apply to all meetings of the Sections that are called by the IMSA Board of Directors and relate to IMSA International business. To the extent applicable law requires any Section to modify these procedures, the Section may do so only to the extent required by law, and in consultation with IMSA.

As the Sections are self-governing, all other actions of the Sections shall be governed by each Section's Bylaws and shall be binding only on the Sections.

- (b) Notice. Notice of any meeting of the Section Voting Member(s) shall be received by each Section 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 purpose of such meeting.
- (c) Waiver. Section Voting Members may waive notice of any meeting through attendance at such meeting.
- (d) Quorum. The lesser of one hundred Section Voting Members or ten percent (10%) of the relevant Section's Voting Members shall constitute a quorum for the transaction of business at any meeting of the Voting Members of the Section level. Votes issued by proxy shall count towards a quorum.
- (e) Manner of Acting. The act of a majority of the Section Voting Members present and voting at a duly called meeting at which a quorum is present shall be the act of the relevant Section's Voting Members, except as otherwise provided by the Act, the Articles of Incorporation, or these Bylaws.
- (f) Teleconferencing. Any person participating in a meeting of the Section Voting Members may participate by means of remote communication, provided that: (1) the Section implements reasonable means to verify that each person deemed present and authorized to vote by means of remote communication is a Section Voting Member (or an authorized representative thereof) or proxy holder; and (2) the Section implements reasonable measures to provide such Section Voting Members or proxy holders with a reasonable opportunity to participate in the meeting and to

vote on matters submitted to the Section Voting Members, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrently with the proceedings. Such participation shall constitute presence in person at the meeting. If cost prohibitive or impractical, IMSA Sections may opt not to provide remote communication facilities.

- (g) Written Consent. Any action of the Section Voting Members authorized under these Bylaws may be conducted by written consent and returned by mail, fax or electronic mail. Each written consent shall only be valid if it describes the action being taken and is signed by the Section Voting Member. Written consent must be returned within ninety (90) days of the earliest dated consent. The action will be valid once written consents are received by the Corporation from at least as many Section Voting Members as would be necessary to authorize such action at a meeting at which all Section Voting Members entitled to vote on such action were present and voted. Within thirty (30) days of authorization of an action by written consent, notice and a description of such action so taken must be provided to all Section Voting Members who did not consent to the action.
- (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 to the Secretary of the Corporation. 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.
- (i) Special Meetings. Special meetings of the Section Voting Members may be called by the IMSA Board of Directors, the Section Board, or by five percent (5%) of the relevant Section's 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.

**Section 3: Section Officers.** The Officers of each Section shall consist of a President, one or more Vice-Presidents, a Secretary, a bonded Treasurer, one (1) Council Delegate, one (1) Alternate Delegate, and such other officers as each Section may find necessary.

**Section 4: Section Requirements.** Sections shall comply with the following provisions:

- (a) A Section must have at least twenty-five (25) Voting Members or, in the case of the Sustaining Members Section, twenty-five (25) Sustaining Members;
- (b) Membership categories and qualifications within the Section shall conform with these Bylaws. All Section members must be members of IMSA;
- (c) Territorial limits of a Section shall be confined to the geographic area authorized by the IMSA Board of Directors at the time the Section's IMSA Charter is 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 IMSA Board of Directors;
- (d) Each Section shall hold an annual business meeting of its members, at a location within the boundaries of the Section; and a permanent record of all meetings of Section members shall be kept by the Section. The minutes shall be recorded and edited by the Section Secretary so as to show the papers presented, discussions held, and opinions and conclusions reached. A copy of the draft minutes shall be forwarded to the IMSA Executive Director for possible publication no later than thirty (30) days after the meeting. A Section failing to comply with the Bylaws of the Corporation shall, at the discretion of the Board, forfeit its IMSA Charter.

**Section 5: Section Meeting Topics.** Each Section shall have the privilege of requesting, through the IMSA Executive Director, that the other Sections bring up for consideration at their respective meetings any subject the requesting Section has already discussed and on which it desires broader consideration.

## **Article IV Council of Delegates**

**Section 1: Council of Delegates.** The Council of Delegates constitutes the assembly of the Section Delegates of IMSA. When convened, the Council of Delegates shall exercise all powers, rights and privileges of the Voting Members. The Council of Delegates shall convene at least once every year in conjunction with the IMSA Annual Meeting, and is charged with developing a three-year strategic plan. The Council shall share opinions on subjects of common interest to all components of IMSA and suggest technical topics for the next year's Annual Meeting. The Council of Delegates also elects the four (4) Directors-at-Large to the Board of Directors from among those individuals nominated by the Nominating Committee.

**Section 2: Number of Members on the Council, Eligibility and Election.** The Council shall consist of one (1) Council Delegate and one (1) Alternate Delegate elected by Voting Members within each Section, regardless of Section size. One (1) Council Delegate and one (1) Alternate Delegate shall also be elected from the Sustaining Members Section. Each Section, including the Sustaining Members Section, shall be permitted to cast one (1) vote on all matters brought before the Council of Delegates.

**Section 3: Term of Service of Council Members.** The regular term of service for a Council Delegate and Alternate Delegate shall commence immediately upon election at the Section level, and shall continue for approximately two (2) years from that date.

**Section 4: Vacancies on the Council - Alternate Delegates.** When a vacancy occurs in Council Delegate position, it shall automatically be filled by the Alternate Delegate of the Section affected. That Section shall then immediately fill the Alternate Delegate vacancy. An Alternate Delegate shall serve as the Council Delegate of their Section during any absence or incapacity of the regularly elected Council Delegate of the Section, after giving notice to the Council Vice-Chair. So that the Alternate Delegate may keep informed about the affairs of the Corporation, all notices and other correspondence sent to the Council Delegate shall also be sent to the Alternate Delegate.

**Section 5: Council Chair and Vice-Chair.** The Council Vice-Chair shall be elected annually by the Council from among the current Council Delegates. The Council Vice-Chair succeeds to the office of Council Chair.

- (a) The Council Chair or, in his or her absence, the Council Vice-chair, presides at the Council session of the Annual Meeting.
- (b) The Council Chair, in conjunction with the IMSA Board of Directors President, shall develop the agenda for the Annual joint meeting of the Board and Council.
- (c) The IMSA Board of Directors President presides at the annual joint meeting of the Board of Directors and Council.
- (d) A Delegate shall vote as instructed by the Section they represent. If uninstructed by the Section, the Delegate should vote at the dictates of his own conscience and in the best interests of the Corporation.

**Section 6: Delegate Action, Quorum and Voting.**

- (a) Notice. Notice of any meeting of the Council shall be received by each Delegate 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 purpose of such meeting.

- (b) Waiver. Delegates may waive notice of any meeting through attendance at such meeting.
- (c) Quorum. Fifty percent (50%) of the Council Delegates, either represented by the Council Delegate or the Alternate Delegate, shall constitute a quorum for the transaction of business. Votes issued by proxy shall count towards a quorum.
- (d) Manner of Acting. The act of a majority of the Delegates present and voting at a duly called meeting at which a quorum is present shall be the act of the Delegates, except as otherwise provided by the Act, the Articles of Incorporation, or elsewhere in these Bylaws.
- (e) Teleconferencing. Any person participating in a meeting of the Delegates may participate by means of remote communication, provided that: (1) IMSA implements reasonable means to verify that each person deemed present and authorized to vote by means of remote communication is a Delegate (or an authorized representative thereof) or proxy holder; and (2) IMSA implements reasonable measures to provide such Delegates or proxy holders with a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Council of Delegates, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrently with the proceedings. Such participation shall constitute presence in person at the meeting. If cost prohibitive or impractical, IMSA may opt not to provide remote communications facilities.
- (f) Ballot Voting. Pursuant to Section 617.0721(2)(a) of the Act, the election of Directors-at-Large may be conducted by mail, subject to the same notice, quorum, and approval requirements that would be required if the vote were to occur at a meeting of the Council of Delegates.
- (g) Written Consent. Any action of the Delegates may be conducted by written consent and returned by mail, fax, or electronic mail. Each written consent shall only be valid if it describes the action being taken and is signed by the Delegate. Written consents must be returned within ninety (90) days of the earliest dated consent. The action will be valid once written consents are received by the Corporation from at least as many Delegates as would be necessary to authorize such action at a meeting at which all Delegates entitled to vote on such action were present and voted. Within thirty (30) days of authorization of an action by written consent, notice and a description of such action so taken must be provided to all Delegates who did not consent to the action.

- (h) Proxy Voting. Any Delegate may authorize another Delegate to vote on the Delegate's behalf. Such authorization shall be signed by the respective Delegate and returned by mail, fax or electronic mail to the Secretary of the Corporation. 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 Delegate, such as by submission of a unique identifier generally known only to the member.
- (i) Special Meetings. Special meetings of the Delegates may be called by the IMSA Board or by five percent (5%) of the Delegates through written demand submitted to the IMSA Executive Director. The IMSA Executive Director 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.

**Section 7: Removal of Delegates.** A Delegate's position on the Council of Delegates may be suspended or terminated by the affirmative vote of a majority of the relevant Section Voting Members represented by the Delegate, after giving notice to the Delegate and providing the Delegate an opportunity to respond in person or in writing, with the decision to suspend or terminate the Delegate determined in the Section Voting Members' sole discretion. Such removal or suspension shall be for one or more material violations of any provision of the IMSA Bylaws, rules, policies, or any applicable provisions of the Act.

## **Article V Board of Directors**

**Section 1: Role of the Board of Directors.** The governing body of the Corporation is the Board of Directors. All corporate powers must be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Board of Directors. As such, unless otherwise expressly set forth in the Act, the Articles of Incorporation or these Bylaws, the Board has exclusive authority in decisions on Corporation governance, policies, and expenditures or fees, consistent with the objectives of the Corporation. As the governing body of the Corporation, the Board must direct its appropriations, investments and funds in conformity with the Bylaws. However, the IMSA Executive Director shall have authority regarding day-to-day management and oversight of IMSA employees.

**Section 2: The Board of Directors.** The Board of Directors shall consist of the following:

- a. Four Directors-at-Large
- b. President-Elect
- c. President

d. Past President

**Section 3: Eligibility and Nomination.** The majority of all seven members of the Board of Directors shall always be government employees and/or Life Members, who previously served as government employees. Only government employees, Life or Retired Members who are former governmental employees are eligible for the positions of President-Elect, President, and Past President. The Nominating Committee will recommend candidates for election as Board members only if they meet or exceed the requirements and qualifications outlined in the IMSA Governance and Policy Manual. The process for nomination of candidates for positions on the Board of Directors shall be as set forth in the IMSA Governance and Policy Manual.

**Section 4: Legal Responsibilities of the Board of Directors.** Directors shall meet certain standards of conduct and attention in carrying out their responsibilities to the Corporation. These standards are Duty of Care, Duty of Loyalty and Duty of Obedience as described in the IMSA Governance and Operations Manual.

**Section 5: Election of Directors-at-Large.** The Council of Delegates, at a time and place of its choosing, will elect individuals to serve as Directors-at-Large on the Board of Directors. Directors-at-Large shall serve staggered terms, such that two Directors-at-Large are elected by the Council of Delegates each year. The Council of Delegates will be provided with a list of qualified candidates by the Nominating Committee, provided, however, that additional candidates may be nominated from the floor during the Council of Delegates meeting held to elect Directors-at-Large, if such candidates have been found qualified to serve by the Nominating Committee. Each IMSA Section may not have more than one person serving on the Board of Directors at the same time.

**Section 6: Term of Service of Board Members.** The regular term of service for a member of the Board shall commence immediately after adjournment of the Board at the Annual Meeting. Directors-at-Large serve staggered two year terms and are limited to serve a maximum of two consecutive terms. Once an individual has served as the President, that individual will not be eligible to serve as the President-Elect for a period of four years following the individual's service as President.

**Section 7: Board Action: Notice, Quorum and Voting.**

- (a) **Notice.** Notice of any meeting of the Directors shall be received by each Director by mail, overnight courier, electronic mail, or other mode of written transmittal, in a reasonable time-frame prior to the date set for such a meeting, and must include the time, date, place and purpose of such meeting. Unless impractical, notice shall generally be given not less than thirty (30) days before the date set for such a meeting. Any Director may waive notice of any meeting before, at or after such meeting. The IMSA Executive Director, in cooperation with, or as instructed by the Board President, shall prepare an agenda for the Board meeting which will

be included with the notice to the Board members regarding date, time and place of the meeting. The failure to include a subject or item on the advance agenda does not preclude the presentation of any motion, resolution or other item of business at any meeting of the Board.

- (b) Quorum. Fifty percent (50%) of the 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 Board of Directors, except as otherwise provided by the Act, the Articles of Incorporation, or in these Bylaws. When requested by the President or any member of the Board, the vote on a motion may be by roll call. Roll call votes shall be recorded in the proceedings of the Board. The official tally of any recorded vote of the Board shall list the number of yeas, nays and abstentions.
- (d) Teleconferencing. Any person participating in a meeting of the 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 Directors entitled to vote with respect to the subject matter thereof.
- (f) Annual Meeting. An annual meeting of the Board shall be held at the place of the IMSA Annual Meeting on any day preceding the opening of the Annual Meeting, but not more than three (3) days prior to the opening of the Annual Meeting. The Board may not adjourn until the Budget is approved and adopted.
- (g) Special Meetings. Special meetings of the Board may be called by the President, or at the request of a majority of the Board members. Notice of a special meeting must be provided at least two (2) days' in advance of the meeting.

**Section 8: Vacancy.** If a vacancy occurs in a Director-at-Large position with more than six months remaining in the term, the Council Chair shall request that the Nominating Committee submit a name(s) of qualified and eligible candidates for the office to be elected by a vote of the Council of Delegates, or, if less than six months remains in the term, the Council Chair may order the office to be left vacant until the next Annual Meeting.

**Section 9: Removal.** A Director-at-Large may be suspended or terminated by the affirmative vote of a majority of the Council of Delegates, provided that the number of votes cast to remove the Director-at-Large would be sufficient to elect the Director-at-Large at a meeting of the Council of Delegates. Notice of the meeting shall state the specific Director-at-Large sought to be removed. The Director-at-Large must be provided with notice of his/her proposed removal, as well as an opportunity to respond in person or in writing. Such removal or suspension shall be for one or more material violations of any provision of the IMSA Bylaws, rules, policies, or any applicable provisions of the Act.

## **Article VI**

### **Joint Meeting of the Board and Council**

An annual joint meeting of the Board of Directors and Council of Delegates shall be held at the place of the Annual Meeting on any day preceding the opening of the Annual Meeting, but not more than three (3) days prior to the opening of the Annual Meeting. Written notice thereof shall be sent by the IMSA Executive Director to each member of the Board of Directors and Council of Delegates not later than thirty (30) days prior to the meeting. The order of business shall conform to the outline referenced in the Governance and Policy Manual, and shall include the presentation of an annual report to the Council of Delegates on topics outlined in the Governance and Policy Manual.

## **Article VII**

### **Board Officers**

**Section 1: President, President-Elect, Past President and Secretary.** The office of President-Elect will be voted on by the entire Voting Membership through the IMSA Voting Member process. The President-Elect shall automatically succeed to the position of President at the completion of the term as President-Elect. At the end of his or her term, the President shall automatically serve an additional one (1) year term as Past President. As such, each elected officer of the Board shall serve a three (3) year term (a one (1) year term as President-Elect, a one (1) year term as President, and a one (1) year term as Past President). Notwithstanding anything to the contrary in these Bylaws, if, upon the conclusion of a President's term (i) the President-Elect is unable or unwilling to succeed to the office of President or (ii) the President-Elect has served less than three (3) months as President-Elect, the Board, by a vote of three-fourths of the entire Board, may extend the President's term of service for one additional one-year term (an "Extension"). If an Extension is provided because the President-Elect will have been in office for less than three (3) months, the President-Elect will be eligible for election by the Members to serve a full term as President-Elect during the Extension period. If the President is given an Extension, then the office of Past President will be treated as though there is a vacancy and filled in accordance with these Bylaws. Only employees or officials of a governmental agency, Life or Retired Members who are former governmental employees are eligible to serve as the President-Elect, President or Past President.

If a vacancy occurs in the office of President, the President-Elect will assume the office of President. If a vacancy occurs in the office of President-Elect, the President will request that the Nominating Committee submit names of qualified and eligible candidates for the office to be elected by a vote of the Council of Delegates. If a vacancy occurs in the Past President position, the vacancy shall be filled by the President with the approval of the Board. The IMSA Executive Director shall act as Secretary of IMSA and be responsible for preparing minutes of the meetings of the Members, Council of Delegates, and IMSA Board of Directors, as well as for authenticating records of the Corporation.

**Section 2: Duties of the President.** The President, in addition to such other duties as may be provided for elsewhere in the Bylaws or as directed by the Board, shall:

- (a) Preside at the Annual Meeting of the Corporation and at meetings of the Board;
- (b) Be an ex-officio member of all Committees except the Nominating Committee;
- (c) Provide a written report to the Council of Delegates at least semi-annually on the status of any approved strategic goals and/or objectives;
- (d) As Chief Elected Officer of the Corporation, provide the leadership and direction required to accomplish the objectives of the Corporation as set forth in these Bylaws and as otherwise determined by the Board of Directors; and
- (e) In conjunction with the Council of Delegates Chair, develop the agenda for the joint meeting of Board of Directors and Council of Delegates.

**Section 3: Duties of the President-Elect.** The President-Elect, in addition to such other duties as may be provided for elsewhere in the Bylaws, or as directed by the President or the Board, shall:

- (a) Preside at the Annual Meeting or a meeting of the Board if the President is absent.
- (b) Be empowered to act on behalf of the President in all Corporation matters in the absence or disability of the President, which precludes the President from performing his duties. Such temporary authority shall be limited to that authority granted to the President by the Bylaws.
- (c) Develop a list of committee chairs and representatives for Board approval, to take effect upon assuming the office of President.

#### **Section 4: Qualifications, Nomination and Election of President-Elect.**

- (a) In order to be eligible for election to President-Elect, an individual shall have been an employee or official of a governmental agency, Life or Retired Member who was a former governmental employee. As described in these Bylaws, members must be in good standing for more than five (5) years and served as a Section Officer or IMSA Committee Chair or Representative as set forth in the IMSA Governance and Policy Manual. Only government employees or Life who are former governmental employees are eligible for the position of President Elect.
- (b) On the Nominating Committee Chair's behalf, the IMSA Executive Director shall solicit nominees as set forth in the IMSA Governance and Policy Manual. All eligible Public Agency, Life or Retired Members will be solicited as potential nominees for the office of President-Elect.
- (c) The Voting Members shall vote on the President-Elect by ballot or at an in-person meeting (including proxy voting) as set forth in the Governance and Policy Manual. If fewer than 10% of the Voting Members cast a vote for the President-Elect, the results shall be declared null and void and the President-Elect shall instead be elected by vote of the Council of Delegates, as set forth in the Governance and Policy Manual.

**Section 5: Removal of Officers.** An officer elected by the Voting Members may be removed only by a vote of the Voting Members or the Council of Delegates, acting on behalf of the Voting Members, provided that the officer is first provided with notice of the proposed removal and the opportunity to respond in person or in writing. An officer may be removed for one or more material violations of any provision of the IMSA Bylaws, rules, policies, or any applicable provisions of the Act.

### **Article VIII Committees**

**Section 1: Delegated Authority.** The Board of Directors, by resolution adopted by a majority of the entire Board, may create a Committee of the Board, which committee, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of IMSA between meetings of the Board. However, the Board of Directors shall not have authority to delegate the following matters:

- (a) The submission to members of any action requiring members' approval.
- (b) The filling of vacancies in the Board of Directors or in any committee of the Board.
- (c) The amendment or repeal of the Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal of any resolution of the Board of Directors

which by its terms shall not be so amendable or repealable.

The designation of and the delegation of authority to a Committee of the Board shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law. The Committee of the Board, if formed, will consist of the President, Vice-President and Past President. The act of a majority of the members of the Committee of the Board present at a duly called meeting of the Committee at which a quorum is present shall be the act of the Committee of the Board, except as otherwise provided by the Act, the Articles of Incorporation, or these Bylaws. Notice and quorum provisions applicable to the Board of Directors under Article V of these Bylaws shall also apply to a Committee of the Board, except as otherwise provided by the Act, the Articles of Incorporation, or these Bylaws.

**Section 2: Standing Committees.** Standing Committees may be authorized by Resolution adopted by a majority of the entire Board of Directors, and each Standing Committee shall exercise only the authority described in such resolution. Standing Committees shall not have or exercise the authority of the Board of Directors. The act of a majority of the Standing Committee members present and voting at a duly called meeting of the committee at which a quorum is present shall be the act of the Standing Committee, except as otherwise provided by Board resolution or these Bylaws. Subject to the approval of the Board, each year the President-Elect shall submit a recommended list of Chairs of each of the Standing Committees, as well as Representatives to outside organizations as specified in the IMSA Committee/Representative Handbook, for service on the Standing Committee. The Chair of each Standing Committee shall appoint members of the Committee. The Standing Committees shall include the following:

- (a) Auditing Committee
- (b) Budget Committee
- (c) Bylaws & Resolutions Committee
- (d) Nominating & Past Presidents Committee

**Section 3: Composition and Governance of Committees.** Each Committee Chair and each Representative:

- (a) Shall be a Voting Member of the Corporation;
- (b) Shall notify the President of their acceptance or refusal of the appointment within thirty (30) days of appointment;
- (c) Shall submit a budget to the IMSA Executive Director, in advance, for any expenditure of funds necessary to carry out the duties and assignments of the Committee;
- (d) Shall provide a list of Committee members to the IMSA Executive Director;
- (e) Shall have the privilege of establishing Sub-Committees; and

- (f) Shall submit a mid-winter and annual report to the Board, and any other reports requested by the IMSA Executive Director or Board. Such reports shall be submitted to the IMSA Executive Director in electronic format.
- (g) If satisfactory progress and/or results are not being made by a Committee, the President is empowered to remove the Chairman of the Committee and appoint another Chairman, with the approval of a majority of the Board.
- (h) Subject to the approval of the Board, each year the President-Elect shall submit a list of Committee Chairs and Representatives to outside Organizations to the Board, as specified in the IMSA Committee/Representative Handbook.

**Section 4: Special Committees and Task Forces.** The President shall have the right to appoint Special Committees/Task Forces which shall not have or exercise the authority of the Board of Directors.

**Section 5: Responsibilities and Qualifications.** The responsibilities and qualifications for the Standing Committees, including Sub-Committees and Representatives shall be outlined in the IMSA Committee/Representative Handbook.

## **Article IX Bylaws**

**Section 1: Amendments.** Amendments of these Bylaws or additions thereto may be made by a concurring vote of not less than two-thirds (2/3) of the Board of Directors and the Council of Delegates, each voting separately, provided that the text of a proposed Bylaw or Amendment shall be furnished in advance to each member of the Board of Directors and the Council of Delegates, as set forth in the IMSA Governance and Policy Manual. A brief explanation of the proposed Amendment and its purpose and intent shall be sent by the IMSA Executive Director. The various Sections and sub-sections of the Bylaws may be renumbered, as amendments are adopted, and Sections or sub-sections are added or deleted, without changing the intent.

### **Section 2: Amendment Procedure.**

- a) Any Voting Member may submit a proposed Bylaws change via the IMSA Executive Director to the Bylaws Resolution Committee;
- b) The Bylaws Resolution Committee shall review the proposed Bylaws change as to the intent, form and phraseology and return to the IMSA Executive Director to be distributed to the Board of Directors and Council of Delegates;

- c) There shall be a minimum thirty (30) day deliberation period, during which the proposed Bylaws changes shall be posted in the Members Only section of the IMSA Web site to include a comment section;
- d) All comments shall be reviewed by the Board of Directors and Council of Delegates fifteen (15) days prior to the end of the deliberation period;
- e) If significant changes are required, the proposed Bylaws or Amendments shall be resubmitted to the Bylaws Resolution Committee for revision;
- f) If no changes are necessary, the IMSA Executive Director shall send ballots to the Council of Delegates. The Board of Directors shall either vote in person or through unanimous written consent, as set forth in these Bylaws;
- g) Votes of the Council of Delegates and Board of Directors shall be due within fifteen (15) days of the close of the deliberation period; and
- h) Results shall be posted on the Members Only site.

**Section 3: Notification of Results.** The IMSA Executive Director will promptly notify the Board of Directors, Council of Delegates and Section Secretaries of the results of the referendum ballot.

## **Article X Dissolution**

A proposal for dissolution of the Corporation may be initiated by the IMSA Board of Directors or by a petition submitted by a majority of the IMSA Sections to the Board President. Voting on, and approval of, any such proposed dissolution will conform to the requirements of the Act.

## **Article XI Indemnification**

To the fullest extent permitted by applicable law, IMSA shall indemnify its Directors, Officers, committee members, and employees.

**Article XII**  
**Robert's Rules of Order**

To the extent they do not conflict with applicable law, or the Articles of Incorporation, Bylaws, or other policies, rules or regulations of the Corporation, the most recent edition of "Robert's Rules of Order, Revised" shall govern the procedure of all meetings of the Voting Members, Sections, Council of Delegates, Board of Directors, Committees of the Board, and Standing Committees.