

**BY LAWS OF THE SOUTHWESTERN SECTION
INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION**

ARTICLE I - GENERAL

1. This group of the International Municipal Signal Association members encompassing the geographical areas of Arkansas, Louisiana, Oklahoma, Texas, and the country of Mexico **shall** be known as the **SOUTHWESTERN SECTION of the INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION**, also known as the **IMSA SOUTHWESTERN SECTION** or **IMSA SW**.
2. The **SOUTHWESTERN Section** of the **INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION** shall refer to **ROBERTS RULES of ORDER** for all meeting protocols and procedural matters. 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 “**ROBERTS RULES of ORDER, revised**” shall govern the procedure of all meetings of the Voting Members, Sections, Committees of the Board, and Standing Committees. The latest edition **shall** be present at all meeting for referral.

ARTICLE II - OBJECTIVE

1. The purpose of the **SOUTHWESTERN SECTION** of the **INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION** shall be:
 - a. To unite those who are interested in the arts and problems connected with the engineering, construction, and maintenance of all Municipal, County, State and Federal electrical signal and communication systems, including Fire Alarm, Work Zone, Traffic Signs & Pavement Markings, Roadway Lighting, Fiber, Transportation Center System Specialist, Radio and Public Safety Reporting Systems and to incorporate the formulation of standards for the sage installation and most efficient operation of such systems.
 - b. To promote uniform understanding of, and operation with, such standards; to collect and disseminate information on these subjects for the benefit of its members and industry.
 - c. To promote closer technical cooperation between all members of the industry, with a view of improving the efficiency of these Signals and Communications systems: also, to promote free and open consideration of all engineering matters brought before the members.
 - d. To cooperate with other organizations whose objectives also promote the objectives of the Southwestern Section IMSA Inc.
 - e. To promote training and educational programs which are goal orientated toward certification of technicians in the various public safety fields in which the Southwestern Section IMSA Inc. is involved.

2. SOUTHWESTERN SECTION BY-LAWS including any Resolutions, Policies, or Rules of Procedure which have not been incorporated in the SOUTHWESTERN SECTION BY-LAWS **shall** be posted in the Sections website for reference.

ARTICLE III - MEMBERSHIP/VOTING MEMBERSHIP

Membership in the SOUTHWESTERN SECTION **shall** be consistent with the Constitution and BY-LAWS of the INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION. Life Membership is an INTERNATIONAL MEMBERSHIP granted by the Board of Directors of the INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION upon meeting the qualifications of the INTERNATIONAL, if requested by the SOUTHWESTERN SECTION membership. Only **Public Agency, Operational, Retired, and Life Membership** members shall have the rights to vote, nominate candidates for office, and/or make motions during any meeting of the Board of Directors or at the annual membership meetings.

ARTICLE IV - DUES

Annual dues **shall** be payable to the International Secretary/Treasurer on January 1st of each year. The dues of the various classes of membership **shall** be determined by the Board of Directors of the International.

ARTICLE V - SECTION OFFICERS

The officers of the Southwestern Section **shall** consist of a President, Vice-President, Second Vice-President, **Secretary-Treasurer**, Delegate, Alternate Delegate, Certification Director, **Immediate Past President**, Arkansas State Directors, Louisiana State Director, Oklahoma State Director, Texas State Director, and Vendor Representative. The **Public Agency, Operational, Retired, and Life** Section Officers **shall** be known as the Southwestern Section Executive Committee. **In the interest of keeping a diverse Executive Committee to serve all parts of the section, NO Public Agency, and/or Organization shall occupy more than two (2) seats on the IMSA SW Section Executive Committee at the same time.** Officers of the Section must be in good standing of the Section and IMSA International. Officer terms **shall** be for two (2) years. Officers do not receive compensation for their services but may be reimbursed for expenses. Section Officers **shall** reside within the geographical boundaries of the Southwestern Section. In the event an officer is no longer residing within the geographical section of the Southwestern Section they **shall** forfeit their office immediately.

Two positions on the Southwestern Section Executive Committee may be held by the same person in extenuating situations and with the unanimous approval of the Executive Board. Holding multiple officer positions is excluded in the Presidential chain. A President or Vice-President may **NOT** hold multiple Vice-Presidential positions but may hold other positions while serving as a Vice-President or President. Any Executive Board Member holding multiple positions **shall** only have **ONE** vote on the Executive Board, **NOT** a vote for each position held. A person who has served as a President or other office may seek and be elected to office again, unless prevented by these By-Laws.

Any board member absents from 100% of scheduled meetings within a calendar year, without offering a legitimate excuse shall be considered to have resigned from the board, and the President **shall** appoint a person to serve the remainder of the term of office in such cases. Officers are expected to have support from their employers, so work responsibility is **NOT** a valid excuse for missing board meetings.

Any board member in an immediate family relationship with a Section employee or other board member **shall** abstain from voting in personnel matters regarding the employee or board member, and in evaluating the employee performance, etc. If asked, the member may answer questions related to the employee performance, or compensation, however any statements made **shall NOT** be binding or have any authority over decisions made regarding same.

Basic Officer responsibilities and duties are defined below and may be further defined in the Officer Roles and Responsibilities Section Policy Document.

1. President

- a. The President **shall** be a **Public Agency, Operational, Retired, or Life Member**.
- b. **The President shall have previously served one full term as either Vice-President or Second Vice-President.**
- c. The President **shall** preside at meetings of the Section and at the Annual Meeting of the Members.
- d. The President **shall**, during office, be a member of all Committees and be accountable to the Section for the proper conduct of the affairs of the Section, in accordance with the BY-LAWS.
- e. The President **shall** be the Chief Executive Officer of the Section.
- f. The President **shall** also be the Chairman of the Awards Committee.

2. Vice-President

- a. The Vice-President **shall** be a **Public Agency, Operational, Retired, or Life Member**, and **shall have previously served at least one full term on the IMSA SW Section Executive Committee.**
- b. In the absence of the President, the Vice-President **shall** preside over meetings of the section and at the Annual Meeting of the Members.
- c. **The Vice-President shall be the Chairman of the Auditing Committee.**
- d. **The Vice-President shall be a member of the Conference Committee**, and any other committees the President appoints them to.

3. Second Vice-President

- a. The Second Vice-President **shall** be a **Public Agency, Operational, Retired, or Life** member.
- b. In the absence of the President, and Vice-President, the Second Vice-President **shall** preside over meetings of the section and at the Annual Meeting of the Members.
- c. The Second Vice-President **shall** be assigned to the Equipment & Maintenance Committee, and any other Committee the President appoints them to.
- d. The Second Vice-President **shall** work directly with the Certification Director and assist with those duties as required.

4. Secretary-Treasurer

- a. The **Secretary-Treasurer shall** be a **Public Agency, Operational, Retired, or Life** Member, and **shall** have previously served at least one full term on the IMSA SW Executive Committee. **The Secretary-Treasurer shall be on position and shall only have ONE vote on the Executive Committee.**
- b. The **Secretary-Treasurer shall** sign all documents and contracts approved by the Section's Executive and Conference Committees and shall be the point of contact (or in their absence appoint a point of contact) at all the Section Conferences.
- c. The **Secretary-Treasurer shall** conduct the correspondence, receive all funds, pay all bills approved by the Executive Committee, and keep all records of the Sections business and finances, submitting a report at each regular meeting and file all required documentation to the IRS.
- d. The **Secretary-Treasurer shall** use a professional Tax Preparer to file required documentation to the IRS.
- e. The **Secretary-Treasurer shall** record a copy of the minutes from the Annual Members Meeting, and **shall** forward a copy of the minutes to the IMSA International Executive Director for possible publication no later than 90 days after the meeting.
- f. The **Secretary-Treasurer shall** record minutes for all meetings of the Executive Committee.
- g. The **Secretary-Treasurer shall** serve as support on the Auditing Committee.

5. Delegate

- a. The Delegate **shall** be a **Public Agency, Operational, Retired, or Life Member, and shall have previously served as President on the IMSA SW Executive Committee.**
- b. The Voting Members of the Section **shall** elect a Delegate to the Council of Delegates for two (2) year term as specified in the International By-Laws.
- c. The Delegate **shall** be the Sections representative to the Council of Delegates.
- d. **The Delegate shall serve as the Chairman of the Membership/Marketing/Social Media Committee.**

6. Alternate Delegate

- a. The Alternate Delegate **shall** be a **Public Agency, Operational, Retired, or Life Member**.
- b. The Voting Members of the Section **shall** elect an Alternate Delegate to the Council of Delegates for a two (2) year term as specified in the International By-Laws.
- c. The Alternate Delegate **shall** assume the Delegates role in their absence.

7. Certification Director

- a. The Certification Director **shall** be a **Public Agency, Operational, Retired, or Life Member**, and **shall have previously served at least one full term on the IMSA SW Executive Committee**.
- b. The Certification Director **shall** be the Chairman of the Certification Committee.
- c. The Certification Director **shall** be the Chairman of the Conference Committee.
- d. The Certification Director **shall** be approved as a Moderator by IMSA.
- e. The Certification Director **shall** be a Certified Level II or Level III in one or more certifications to allow them the experience needed to fulfill the requirements of the position.
- f. The Certification Director **shall** work with the **Secretary-Treasurer** for all required course approvals, all required payments, and any other tasks required for the Sections Certification Program.
- g. The Certification Director **shall** be over Moderators and Exam Proctors and **shall** ensure both are up to Section Standards by completing Periodic Performance Reviews of each.
- h. The Certification Director **shall** run the Sections in-person and by-video Satellite Certification Program.

8. Immediate Past President

- a. **The Immediate Past President shall be the outgoing President ONLY, and shall immediately take over the position upon swearing in the newly elected President.**
- b. **The Immediate Past President shall hold a seat on the Executive Committee, and shall have the right to vote.**
- c. **The Immediate Past President shall be a member of the Vetting Committee, and shall be the Chairman of the Nominating Committee.**

9. State Directors (Arkansas, Louisiana, Oklahoma, Texas)

- a. The State Director **shall** be a member of the IMSA. The State Director **shall** be a representative (liaison) of the Sections Executive Committee, for the state from which he/she is elected.
- b. The State Director **shall** be a **Public Agency, Operational, Retired, Life or Associate** Member. All duly elected Members, regardless of Membership class, **shall** have the right to vote on the Executive Committee.
- c. The State Director **shall** be elected to two (2) year terms during odd numbered years.
- d. The primary duty of the State Director will be communication between himself/herself, the membership, and the Section **Secretary-Treasurer**, or Certification Director, the matters involving educational or certification programs available to the membership.
- e. The State Director **shall** reside within the state in which they represent.
- f. The President, **with Majority Board Approval**, may waive the residency requirements for a State Director if no one from that state wishes to be the State Director.
- g. The State Directors **shall** be members of the Certification Committee, and **shall** serve on the Site Selection Committee for **Conferences** held within his/her state.
- h. The State Directors **shall** serve on the committee that plans and holds an **Education/Certification Conference** in his/her state and may represent the IMSA SW in some manner at state or National/International meetings of professional organizations of City Managers, Mayors, Safety Officers, Purchasing Agents, Contractors, Transportation Engineers, or other organizations deemed beneficial to the section by the State Director.

10. Vendor Representative

- a. The Vendor Representative may be of any class of membership of IMSA.
- b. All duly elected Members, regardless of Membership class, **shall** have the right to vote on the Executive Committee.
- c. The Vendor Representative **shall** be a representative (liaison) of the Associate Members of the SW Section.
- d. The Vendor Representative **shall** be elected to two (2) year terms during odd numbered years.
- e. The Vendor Representative **shall** be assigned to Co-Chair the Conference Committee.
- f. The Primary duties of the Vendor Representative **shall** be communication between himself/herself, the vendors, contractors, and commercial members of the SW Section, to communicate concerns to and from the Section between the Section, and the Associate/Commercial Members, and to coordinate conference commercial exhibits, encourage vendor participation and registration in Section exhibits and conferences, coordinate special events such as commercially sponsored tournaments, etc.

ARTICLE VI - COMMITTEES

1. The President, upon assuming office or as soon as practical, **shall** appoint the following standing committees, designating the Chairman and **Co-Chairman** for all committees unless pre-designated. Except as specified under Committee Duties, the appointed Chairman **shall** appoint at least two (2) other members to serve on the Committee and **shall** immediately notify the President and Secretary-Treasurer of the names of the appointed committee members.

The Committees **shall** be as follows:

- a. **Auditing Committee**
- b. **Awards Committee**
- c. **Certification Committee**
- d. **Conference/Site Selection Committee**
- e. **Constitution, By-Laws, & Resolutions Committee**
- f. **Membership/Marketing/Social Media Committee**
- g. **Equipment and Maintenance Committee**
- h. **Vetting/Nominating Committee**

2. The President **shall** have the right to appoint Special Committees, provided that the scope of the Special Committees work does **NOT** duplicate the work of the Standing Committees.

ARTICLE VII - COMMITTEE DUTIES

1. Auditing Committee

- a. The Auditing Committee **shall** be chaired by the Vice-President and **consist of at least three (3) Public Agency, Operational, Retired, or Life Members, with one (1) of the members being appointed the Co-Chairman by the current President, in addition to the Secretary-Treasurer for support (Support ONLY). Two of the members shall be appointed each year by the Chairman of the Auditing Committee.**
- b. The Auditing Committee **shall** be responsible for auditing the SW Section books kept by the **Secretary-Treasurer.**
- c. The Auditing Committee **shall** ascertain, through conference with the **Secretary-Treasurer** that the expenditures of funds are strictly within the scope of the SW Section By-Laws.
- d. The Auditing Committee, as it deems advisable, may make recommendations for increasing income and/or reducing expenditures of the Section.
- e. The Auditing Committee **shall** make its audit during the Fiscal Tax Year and **shall** report its findings and recommendations at the Opening Session of the Annual Members Meeting.

2. Awards Committee

- a. The Awards Committee **shall** be chaired by the Section President, in cooperation with three (3) Executive Board Members to be appointed by the Chairman. **The Committee shall** assist with the selection of recipients of the awards customarily given by the SW Section as needed or especially authorized by the President.

The Awards shall be defined as followed:

1. **Pioneer Award** – This award should be given to an Executive Committee Member, or a Moderator that has been serving the IMSA SW Section in some capacity for twenty (20) years or more. This award should be given anytime a member meets the criteria of the award, as long as the funds permit.
2. **Presidential Award** - This award should be given to a member selected by the current SW Section President in recognition of their dedication to the section and going above and beyond in assisting the current SW Section President. **This award should be given annually as long as the funds permit.**
3. **Board Member of the Year Award** - This award should be given to an IMSA SW Section Board Member in recognition of their commitment, dedication, and services to the IMSA SW Section. **This award should be given annually as long as the funds permit.**
4. **Volunteer of the Year Award** – This award should be given to a **NON-BOARD** Member who has volunteered repeatedly to assist the Section during conferences or any other events. **This award should be given annually as long as the funds permit.**
5. **Sponsor of the Year Award** – This award should be given to a vendor who has provided continuous support for the SW Section, and has gone above and beyond other vendors affiliated with events held within the SW Section. **This award should be given annually as long as the funds permit.**
6. **Moderator Service Award** – This award should be given to a Moderator that has reached a 5-Year milestone, and has continuously moderated classes given by the SW Section. Subsequent awards may be given to recognize additional years in 5-Year increments. (10, 15, 20, etc.) **This award should be given annually as long as the funds permit.**
7. **Presidents Club Award** – This award should be given to the outgoing President. This award **shall** be awarded to the outgoing President by a Presidents Club Member **ONLY** or the entire Presidents Club (If Available). The Presidents Club **shall** consist of Past Presidents **ONLY**. **NO** other members **shall** be part of the Presidents Club. This award **shall** be given bi-annually when there is an outgoing President, and as long as the funds permit.
8. **Other Special awards may be awarded as long as approved by the Section President, and as long as the funds permit.**

- b.** The Awards Committee **shall** assist in procuring suitable awards for presentation at the Annual Members Meeting and **shall** make such award presentation when requested by the President.

3. Certification Committee

- a.** The Certification Director **shall** be the Chairman of the Certification Committee.
- b.** **The President shall appoint a Co-Chairman for the Certification Committee.**
- c.** The Chairman **shall** appoint **two (2) additional** Members, who have been approved by the Association to moderate certification programs, to serve on the Certification Committee.
- d.** As per Charter Agreement the Chairman of the Certification Committee **shall** provide the IMSA International Office with a list of all educational opportunities for posting on the website and publication in the IMSA Journal.
- e.** The Chairman of the Certification Committee **shall**, at a minimum, be Certified Level II in one or more of the major disciplines.
- f.** The SW Section **Secretary-Treasurer**, at the direction of the Chairman, **shall** be responsible for the upkeep of all certification records, take minutes of the Committee Meetings, and make a report at each regular meeting.
- g.** The Certification Committee **shall** be responsible for deciding policy and procedures to be followed by the Committee and **shall** serve as the governing body in all questions relating to certification matters of the SW Section. These policy and procedures **shall** be in writing and referred to as the IMSA SW Section Certification Policy and Procedures.
- h.** The Certification Committee **shall** be responsible for developing curriculum, setting requirements and fees, providing course materials, and testing in all areas of the certification program. This includes the evaluation and selection of moderators for certification programs in the SW Section.
- i.** The Certification Director **shall** respond to request for satellite courses and **shall** accommodate, when possible, these requests. The Certification Director **shall** develop all schedules, registration forms, obtain approvals order equipment and material, coordinate travel, etc. as needed to provide this service. A Board vote is **NOT** required for each Satellite course, but the President **shall** be kept informed of all courses. The Certification Director **shall** be authorized to perform these functions; however, all SW Section and International policies **shall** be followed.
- j.** Moderators for courses **shall** be chosen by the Certification Director based on a request for moderators and qualifications of the Section Moderators to conduct moderation of courses. In the event multiple moderators can moderate a course, a request will be sent to those moderators by the Certification Director and moderators will be chosen on a first come, first serve basis.

4. Conference Committee

- a. The Conference Committee **shall** be Chaired by the Certification Director, and Co-Chaired by the Vendor Representative.
- b. The Vice-President **shall** also be a member of the Conference Committee.
- c. The State Director in which the conference/conferences will be held that committee year, **shall** also be a member of the Conference Committee.
- d. The Conference Committee, when a new location must be selected, will be responsible for narrowing down a range of sites from a list of proposals. Once the committee has selected two or three highly suitable sites, the committee **shall** request site visits, and will visit the locations to decide which site to bring forward to the executive committee for recommendation.
- e. The SW Section Vendor Representative **shall** be the point of contact, regarding vendor setup and advertising to the vendors.
- f. The Conference Committee will recommend/determine auxiliary events to be held at the conference, such as vendor exhibit evening sessions, networking sessions, golf outings, banquets, or other non-class nor technical sessions type functions. These events will all be coordinated with and through the section point of contact and with the selected site conference manager so that all desired items can be accounted for and provided.
- g. The SW Section point of contact with the site conference manager **shall** be the Conference Committee in conjunction with the SW Section Secretary-Treasurer.

5. Constitution, By-Laws, & Resolutions Committee

- a. The President **shall** be the Chairman of the Constitution, By-Laws, & Resolutions Committee. The Chairman **shall** appoint a Co-Chairman and two (2) additional members to the committee.
- b. The Constitution, By-Laws, & Resolutions Committee **shall** receive all proposals for amendments to the Constitution, Association By-Laws, and Section By-Laws and all proposals for any Resolutions. The Committee **shall** study such proposals about intent, legality, phraseology, and form and make recommendations regarding actions to be taken by the SW Section.
- c. Resolutions may be submitted by an Active Member of the SW Section
- d. Proposed amendments and resolutions, approved by the Committee, relating to Section policy, rules of procedure, control, or continuation of any general action, **shall** be submitted to the Membership for approval.
- e. The Committee **shall** prepare and present to the Membership such amendments to the By-Laws as it deems proper and necessary.

6. Membership/Marketing/Social Media Committee

- a. The Delegate **shall** serve as the Chairman of the Membership/Marketing/Social Media Committee. The President **shall** appoint a Co-Chairman to this committee.
- b. The Certification Director **shall** be a member of this Committee.
- c. The Vendor Representative **shall** be a member of this Committee.
- d. The State Directors **shall** be a member of this Committee.
- d. The Committee **shall** meet prior to conferences and agree upon a proposed budget to present to the Executive Committee for approval. The budget **shall** be used as the baseline annually based on financial availability.
- e. The Committee **shall** be responsible to develop and implement member recruitment and retention efforts.

7. Nominating Committee

- a. The Nominating Committee Chairman **shall** be the Immediate Past President.
- b. The Nominating Committee Co-Chair **shall** be appointed by the Immediate Past President. The Chairman **shall** also nominate two (2) additional members to the Nominating Committee.
- c. The Nominating Committee **shall** screen all candidates for office to determine their eligibility for holding Section Office and ensure all paperwork required is present, to include at minimum, a Letter of Intent, Resume, and Letter of Support from their Public Agency/Organization.
- d. The Nominating Committee **shall** prepare a slate of Officers to be presented to the IMSA SW Section Secretary-Treasurer for ballot creation and to email ALL Public Agency, Operational, Retired, and Life Members the link for them to vote online for the Section Officers.
- e. The Nominating Committee may bring to the Executive Board's attention such matters, which, in the Committees opinion, will be helpful in furthering the aims and goals of the SW Section.
- f. No member who meets the eligibility requirements and is a member in good standing **shall** be denied the opportunity to run for office.

8. Equipment & Maintenance Committee

- a. The Chairman and Co-Chairman **shall** be appointed by the Section President.
- b. The Committee **shall** oversee the upkeep, maintenance, and repair of all equipment.
- c. The Committee **shall** regularly inspect the Sections computers, audio/video equipment, and all other equipment owned by the section, to assess the maintenance and repair requirements and reports all findings to the President.
- d. The Committee **shall** recommend to the President the prioritizing of maintenance and repair of all Section owned equipment.
- e. The Committee **shall** solicit quotes for repair or replacement of all Section owned equipment.
- f. The Committee **shall** prepare reports for the President and Executive Committee about the repair and maintenance of all equipment owned by the Section.

ARTICLE VIII - ANNUAL CONFERENCE

1. The site location for future conferences should be selected two (2) or more years in advance unless extenuating circumstances prevent this from occurring. At minimum, contracts should be signed at least one (1) year in advance.
2. Any Member may submit an invitation to the Conference Committee to hold the Annual Conference in their city. Such invitation should be in writing and **shall** be presented at the Business Meeting of the SW Section Annual Conference.
3. If possible, the invitation **shall** provide information regarding hotels, number and cost of guest rooms, size, number, and cost of meeting rooms and exhibit space, meal cost, and such other information as may be pertinent.
4. The Conference Committee recommendations on future sites **shall** be presented to the Membership at the Closing Business Meeting.

ARTICLE IX - ELECTION POLICIES AND PROCEDURES

1. The privilege of voting and nominating candidates for office is limited to the Public Agency, Operational, Retired, and Life Members of the IMSA SW Section. All other classes of membership **shall** have **NO** rights to the election on Southwestern Section officers or any business by the Southwestern Section which calls for the votes of the members. At the Annual Meeting of the members, the Section President **shall** announce the results of the online election.
2. The Section **Secretary-Treasurer shall** select an online voting site to accommodate the Southwestern Sections Officer elections. The online election site **shall** provide a certified election summary at the end of the election. The cost of the online election **shall** not exceed the amount approved by the IMSA SW Sections Executive Committee. The Section **Secretary-Treasurer shall** populate the election site with the most recent exported roster from the IMSA International. Information shall be limited to name, email address, IMSA Member No., and Membership Class.
3. A quorum of Members **shall** cast votes for an internet vote to be valid. A quorum **shall** consist of fifty (50) **Public Agency, Operational, Retired and/or Life** Members. If a quorum does **NOT** vote, the President **shall** declare that the online vote be invalid and there **shall** be a ballot vote for the position requiring a vote and **shall** be voted on by the current seated Executive Committee.
4. All members wanting to be considered for a Board Member position **shall** submit a letter of intent to the Nominating Committee. The Section **Secretary-Treasurer shall** post the announcement and deadline on the Sections website. Attached to the Letter of Intent **shall** be a Letter of Support from the members employer stating that the employee has the employers full support, and that the employer will make all reasonable accommodations for the employee to attend all required functions. Also attached to the Letter of Intent **shall** be a Resume detailing their work and positions held within the disciplines of IMSA. **ALL** candidates **shall** be vetted by the Nominating Committee. Except for incumbents and retirees, **ALL** other potential nominees **shall** have to produce these documents, even if they have held a position on the Executive Committee in the past.
5. Protest to the outcome of the voting procedure **shall** be made before the Section President has closed the election. The Executive Board **shall** decide all protests to the elections prior to the Section President closing the elections.

ARTICLE X - VACANCIES IN OFFICE

1. If a vacancy occurs in the office of President or Vice-President, the next officer in line will immediately assume the office made vacant.
2. If a vacancy occurs in the office of Second Vice-President, Secretary-Treasurer; the President **shall** appoint a person to perform the duties of the office until a successor can be elected by a majority vote of the Executive Committee.
3. If a vacancy occurs in the office of Delegate, the Alternate Delegate **shall** assume the office and serve for the remaining term of the Delegate.
4. If a vacancy occurs in the office of Alternate Delegate, the President **shall** appoint a person to serve as Alternate Delegate to finish the remaining term of this office.
5. If a vacancy occurs in the office of State Director, the President **shall** appoint a person to serve as State Director to finish the remaining term of this office.
6. If a vacancy occurs in the office of Vendor Representative, the President **shall** appoint a person to serve as Vendor Representative to finish the remaining term of this office.
7. If a vacancy occurs in the office of Certification Director, the President **shall** appoint a person to serve as Certification Director to finish the remaining term of this office.
8. The President **shall** not have the power to appoint themselves to a vacancy in office.

ARTICLE XI - REMOVAL OF ELECTED OFFICIALS FROM OFFICE

1. The President may call for a vote of the Section Executive Committee to remove any elected officer from office, should it be deemed necessary for the good of the Section and/or the Association. A quorum **shall** consist of the presence of **ALL** Section Officers eligible to vote on the Executive Committee. An eligible officer unable to be physically present at the removal meeting may vote via proxy, telephone call, fax, or letter.
2. Any Section Officer convicted of a felony, while in office, **shall** be ineligible to continue serving in office, and **shall** be immediately removed from office.
3. If the President calls for a vote of the Executive Committee to remove any elected officer from office, the officer experiencing the removal vote **shall** be ineligible to vote during the removal vote. During the removal process the President **shall** state that he/she will accept a motion to remove (state the individuals name) from the office of (state the executive position). The motion must be made and seconded. After the required discussion, the President **shall** poll each officer present, asking the officers to state their name and how they vote. The officers **shall** vote by stating “YEA” or “NAY”.
4. The proceedings of the vote **shall** be public and reflected in the minutes of the meeting. No secret ballots are permitted.
5. For the Section to pass a resolution to require an officer to step down, or vacate his/her office, the vote **shall** be unanimous. A “NAY” vote **shall** conclude the process, and business will continue as usual. A unanimous vote of “YEA” **shall** be grounds for the Section to remove the person from office. The meeting minutes **shall** reflect that the person removed from office, effective immediately. The President, or acting President **shall** follow the procedures in **ARTICLE X – VACANCIES IN OFFICE**, to fill the vacant position.
6. The President may only call for a removal vote once per executive office, per year.
7. Any officer removed from office by a removal vote **shall** be rendered ineligible to serve on the Southwestern Section IMSA Inc. Executive Committee for a period of five (5) years.

ARTICLE XII - MEETINGS

1. Annual Meeting

- a. The Annual Meeting of the SW Section **shall** be held before the IMSA National Conference each year. The exact date and place to be fixed by the Executive Committee as far in advance as practical.

2. Notice of Meetings

- a. Notice of Meetings should be at least ten (10) days in advance of all meetings, and **shall** be emailed by the Secretary-Treasurer to all members whenever possible but, **shall** give a minimum notice of one 2 days (48 hours) for it to be considered an official meeting. A copy of the Agenda **shall** be attached to the email/posting when sending notice of meeting. Notice of meetings and Agenda **shall** be placed on the IMSA SW Section website.

3. Special Meetings

- a. Special Meetings of the Section may be held at any time on dates to be fixed in the required manner. **Special Meetings shall ONLY be called if an important issue/topic needs to be discussed by the Executive Committee before the next scheduled Regular Meeting. Notice of Special Meetings shall be emailed by the Secretary-Treasurer to all members, and shall give a minimum notice of ten (10) days. Special Meetings notices shall include date, time, location, and the purpose of the Special Meeting. Nothing shall be considered in a Special Meeting if NOT included in the notice.**

4. Time and Place of Meetings

- a. The President **shall** arrange the place and time of the next section meeting.

5. Quorum

- a. A quorum for the transaction of Section business at a special or regular meeting, duly called, **shall** consist of seven (7) Section Officers eligible to vote on the Executive Committee.

6. Recording of Meetings

- a. The proceedings of each meeting **shall** be recorded by the **Secretary-Treasurer** in the manner prescribed by the Executive Committee. The **Secretary-Treasurer shall** forward to the International office such information as may seem desirable for publication or need to know basis.

ARTICLE XIII - MEETING PROCEDURES

1. Order of Meeting

- a. Call Meeting to Order
- b. Call Attendance of Executive Committee
- c. Approval of Minutes (A copy of the minutes from previous meetings **shall** be given to the Executive Committee and posted on the IMSA SW Section website.)
- d. Approval of Financial Report (A copy of the financial report **shall** be given to the Executive Committee.)
- e. Old Business
- f. Installation of Officers
- g. New Business
- h. Resolutions
- i. Selection of city for next section meeting and conference
- j. Adjournment or Recess

2. Oath of Office

- a. The outgoing Past President (Immediate Past President), or an IMSA Member in good standing **shall** administer the “Oath of Office” to the newly elected officers of the Executive Committee, using the following form:

“I (Name), do solemnly swear, that I will faithfully discharge the duties of the office incumbent upon me as an officer of this section; that I will uphold the Constitution of the International Municipal Signal Association, and maintain its dignity; that I will use every means within my power to honorably further the interest of my section and the membership at large to the best of my ability and understanding, so help me God.”

ARTICLE XIV - INTERNATIONAL ASSOCIATION CONSTITUTION

- 1. Nothing in these By-Laws **shall** be construed to conflict with the Constitution and By-Laws of the International Municipal Signal Association, of which this organization is a part. The Section **Secretary-Treasurer** **shall** promptly file with the Executive Director authentic copies of these By-Laws, and subsequently proposed amendments thereto, and amendments made thereto.

ARTICLE XV - ASSETS AND FINANCES OF THE SOUTHWESTERN SECTION IMSA INC.

1. Upon dissolution of the Southwestern Section IMSA Inc., all assets of the Southwestern Section IMSA Inc. will be transferred to a similar organization which provides or will provide education and training in the traffic and transportation industry (in the interest of improving public safety and the quality of the industry) or said assets will be transferred to another Section of IMSA.
2. The Section **Secretary-Treasurer**, Delegate, and Alternate Delegate **shall** be listed in the Articles of Incorporation as corporation officers; however, all members of the Southwestern Section IMSA Executive Committee are and **shall** be corporate officers so long as they remain in office as an elected or appointed Section Officer. Voting privileges are limited to Section Officers who are active members of the IMSA.

ARTICLE XVI - AMMENDMENTS AND ADDITIONS TO BY-LAWS

1. Proposed Amendments and Additions to the By-Laws may be made by any **Public Agency, Operational, Retired, and Life** Members.
2. The Committee **shall** study the proposal about intent, legality, phraseology, and form. If approved, the proposal **shall** be forwarded to the Executive Committee.
3. The Executive Committee may approve the proposal, for referral to the membership, with a two-thirds (2/3) majority vote. If so approved, the Executive Committee **shall** approve an election method they feel will reach the maximum numbers of members (i.e., online voting, paper mail out ballots, etc.). Members not voting **shall** be considered as casting an affirmative vote. Approval of disapproval **shall** be by a simple majority vote.

The IMSA Southwestern Section has entered into a Charter Agreement with the International Municipal Signal Association (IMSA) as a condition to continue our relationship as a Section of the IMSA. With approval of this agreement, we have made it an operational element of the IMSA SW Section By-Laws.

Revision Date: February 2024
Revision Approval Date: TBD
Revision Adoption Date: TBD