

**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 "Robert's 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 meetings for referral.

ARTICLE II - OBJECTIVE

3. 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 & Markings, Roadway Lighting, Fiber, Transportation Center System Specialist, Radio and Public Safety Reporting Systems and to incorporate the formulation of standards for the safe 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.

4. 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 on the Section's website for reference.

ARTICLE III - 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 Active and Public Agency 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. The Section Secretary and Treasurer shall be granted (his or her) dues paid by the Section.

ARTICLE V – SECTION OFFICERS

The officers of the Section shall consist of a President, First Vice-President, Second Vice-President, Secretary, Treasurer, Delegate, Alternate Delegate, Certification Director, Vendor Representative, Arkansas State Director, Louisiana State Director, Oklahoma State Director, and Texas State Director. The Active or Public Agency Section Officers shall be known as the Southwestern Section Executive Committee. Officers of the Section must be in good standing of the Section and IMSA International. Officer terms shall be for 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 or 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 an Active or Public Agency member.
- b. The President shall preside at meetings of the Section and at the Annual Meeting of the Members.
- c. He 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.
- d. The President shall be the Chief Executive Officer of the Section.
- e. The President shall also be the Chairman of the Awards Committee.

2. 1st Vice-President

- a. The 1st Vice-Presidents shall be an Active or Public Agency member.
- b. In the absence of the President, the 1st Vice-President shall preside over meetings of the section and at the Annual Meeting of the Members.
- c. The 1st Vice-President shall work directly with the Treasurer as needed to assist with the section finances.
- d. The 1st Vice-President shall be assigned to Chair the Membership Committee and any other Committee the President appoints them to.

3. 2nd Vice-President

- a. The 2nd Vice-President shall be an Active or Public Agency member.
- b. In the absence of the President and 1st Vice-President, the 2nd Vice-President shall preside over meetings of the section and at the Annual Meeting of the Members.
- c. The 2nd Vice-President shall be assigned to Chair the Audit Committee, Equipment & Maintenance Committee, and any other Committee the President appoints them to.
- d. The 2nd Vice-President will work directly with the Certification Director and assist with those duties as required.

4. Treasurer

- a. The Treasurer shall be an Active or Public Agency member and shall have previously served at least one full term on the IMSASW Executive committee.
- b. The 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 Treasurer shall conduct the correspondence, receive all funds, pay all bills approved by the Executive Committee, and keep all records of the Section's business and finances, submitting a report at each regular meeting and file all required documentation to the IRS.
- d. The Treasurer shall use a professional Tax Preparer to file required documentation to the IRS.

5. Secretary

- a. The Secretary shall be an Active or Public Agency member and shall have previously served at least one full term on the IMSASW Executive committee.
- b. A copy of the minutes from the Annual Members Meeting shall be forwarded, by the Secretary to the IMSA Executive Director for possible publication no later than 90 days after the meeting.
- c. The Secretary shall take the minutes of the Executive Committee.
- d. The Secretary shall assist the Treasurer with conduct the correspondence, receive all funds, pay all bills approved by the Executive Committee, and keep all records of Section's business and finances, submitting a report at each regular meeting and file all required documentation to the IRS.

6. Certification Director

- a. The Certification Director shall be an Active or Public Agency member.
- b. Shall be the Chair of the Certification Committee
- c. Shall be the Chair of the Conference Committee
- d. Shall be approved as a Moderator by IMSA.
- e. Should be certified Level II or III in one or more certifications to allow them the experience needed to fulfill the requirements of this position.
- f. Shall work with the Secretary and/or Treasurer for all required course approvals, all required payments, and any other tasks required for the Section's Certification Program.
- g. Shall be over Moderators and Exam Proctors and shall ensure both are up to Section standards by completing periodic Performance Reviews of each.
- h. Shall run the Section's in-person and by-video Satellite Certification Program.

7. Delegate

- a. The Delegate shall be an Active or Public Agency member.
- b. The Voting Members of the Section shall elect a Delegate to the Council of Delegates for two (2) year terms as specified in the International By-Laws. The Delegate shall be the Section's representative to the Council of Delegates.

8. Alternate Delegate

- a. The Alternate Delegate shall be an Active or Public Agency 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. The Alternate Delegate shall assume the Delegates role in their absence.

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 Section's Executive Committee, for the state from which he/she is elected.
- b. Active, Public Agency, or Associate Members may serve as a State Director. All duly elected Members, regardless of Membership class, shall have the right to vote on the Executive Committee.
- c. The Director shall be elected to 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 and/or Treasurer, or certification chairman, 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. He/she shall be a member of the Certification Committee and shall serve on the site selection committee for schools held within his/her state.
- h. He/she shall serve on the committee that plans and holds an education/certification school in his/her state and may represent the I.M.S.A. 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 organization deemed beneficial to the section by the State Director

10. Vendor Representative

- a. The Vendor Representative can 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 Section.
- d. The Vendor Representative shall be elected bi-annually.
- e. The Vendor Representative shall be the Point of Contact for Vendors at all Conference events.
- f. The Vendor Representative shall be assigned to Co-chair the Conference Committee.
- g. The primary duties of the Vendor Representative shall be communication between himself/herself, the vendors, contractors, and commercial members of the Section, to communicate concerns to and from the Section between the Section and the Associate or 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 of each committee unless pre-designated. The President may also appoint a Co-Chairman of any of the Committees. 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 and/or 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 Committee
 - e. Constitution, By-Laws & Resolutions Committee
 - f. Executive Committee
 - g. Membership/Marketing/Social Media Committee
 - h. Equipment and Maintenance Committee
 - i. 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 2nd VP and consist of the Treasurer and at least two (2) Active or Public Agency members appointed each year by the President.
 - b. The Committee shall be responsible for auditing the Section books kept by the Secretary and/or Treasurer.
 - c. The Committee shall ascertain, through conference with the Secretary and/or Treasurer that the expenditures of funds are strictly within the scope of the Section By-Laws.
 - d. The Committee, as it deems advisable, may make recommendations for increasing income and/or reducing expenditures of the Section.
 - e. The 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, chaired by the Section President, in cooperation with 2 or more Executive Board Members, shall assist with the selection of recipients of the awards customarily given by the Section as needed or especially authorized by the President.
 1. The Presidential Award-this award is given to a member selected by the current Section President in recognition of their dedication to the section and going above and beyond in assisting the current Section President
 2. The Outstanding Member Award-this award is given to a IMSA Southwestern Section Member in recognition of their numerous years (5 or more) of volunteer service and dedication to the Section.
 3. The Volunteer Award-this award is given to a non-board member who has volunteered repeatedly to assist the Section during events.
 4. Vendor Appreciation Award- this award is given to the representative of a vendor who has provided support for the Section above and beyond other vendors affiliated with events held within the section.
 5. 5+ year Moderator Award-this award is given to moderators at their 5-year mark of continuously moderating classes given by the Section. Subsequent awards may be given to recognize additional years in 5-year increments. (10-15-20, etc.)
 6. Other special awards approved by the Section President.
- b. The 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 this Committee.
- b. The Chairman of this Committee shall appoint one or more members, who have been approved by the Association to moderate certification programs, to serve on this Committee.
- c. As per Charter Agreement the Chairman of this Committee will provide the IMSA International Office with a list of all educational opportunities for posting on the website and publication in the IMSA Journal
- d. The Chairman of this Committee shall, at a minimum, be Certified Level II in one or more of the major disciplines.
- e. The Section's Treasurer, at the direction of the Chairman, shall receive all funds and pay all bills associated with certifications.
- f. The Section's Secretary, 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 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 Section. These policy and procedures shall be in writing and referred to as the IMSA Southwestern Section Certification Policy and

Procedures.

- h. The 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 Section.
- i. The Certification Director shall respond to requests 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 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 Section's Certification Director and Co-chaired by the Section's Vendor Representative.
- b. 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.
- c. The Section's Vendor Representative shall be the point of contact, regarding vendor setup and advertising to the vendors.
- d. The committee will recommend/determine auxiliary events to be held at the conference, such as a vendor exhibit evening session, networking sessions, golf outings, banquets, or other non-class nor technical session 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.
- e. The section's point of contact with the site conference manager shall be the Conference Committee in conjunction with the Section's Treasurer.

5. CONSTITUTION, BY-LAWS & RESOLUTIONS COMMITTEE

- a. The President shall be the Chairman of this Committee.
- b. The 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 Section.

- c. Resolutions may be submitted by any Active Member of the Section.
- d. Proposed amendments and resolutions, approved by this 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. EXECUTIVE COMMITTEE

- a. The Section Officers shall be known as the Southwestern Section Executive Committee.
- b. The President shall serve as the Chairman of this Committee.
- c. The Executive Committee shall establish policy on matters not covered by the By-Laws.
- d. The Chairman shall submit a report at the Annual Conference. The report shall cover the activity and the actions taken by the Committee and such other pertinent data as necessary.

7. MEMBERSHIP/MARKETING/SOCIAL MEDIA COMMITTEE

- a. The Section's Delegate shall serve as the Chairman of 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. This Committee shall meet prior to the November conference and agree upon a proposed budget to present to the Executive Committee for approval. This budget shall be used as the baseline annually based on financial availability.
- e. This Committee shall be responsible to develop and implement member recruitment and retention efforts.

8. NOMINATING COMMITTEE

- a. This Committee shall consist of a minimum of 5 Committee Members selected by the Section President. The Chairman of this Committee shall be a Board Member who is NOT up for re-election.
- b. The 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 a minimum-a letter of intent, resume, and letter of support from their organization.
- c. The Committee shall prepare a slate of Officers to be presented to the Section's Secretary for ballot creation and to e-mail ALL Public Agency/Active members the link for them to vote online for the Section Officers.
- d. The Committee may bring to the Board's attention such matters, which, in the Committee's opinion, will be helpful in furthering the aims and goals of the Section.
- e. No member who meets the eligibility requirements and is a member in good standing shall be denied the opportunity to run for office.

9. EQUIPMENT & MAINTENANCE COMMITTEE

- a. The Equipment and Maintenance Committee shall be chaired by the Certification Director.
- b. Oversees the upkeep, maintenance, and repair of the Southwestern Section certification trailer.
- c. Regularly inspects the Section's computers, audio/video equipment, and all other equipment stored within the Section's certification trailer to assess the maintenance and repair requirements and reports all findings to the President.
- d. Recommends to the President the prioritizing of maintenance and repair of all Section owned equipment housed within the Section's certification trailer.
- e. Solicit quotations for repair or replacement of all Section owned equipment housed within the Section's certification trailer.
- f. Prepare reports for the President and Executive Committee about the repair and maintenance of all equipment owned by the Southwestern Section of IMSA.

ARTICLE VIII - ANNUAL CONFERENCE

1. The site location for future conferences should be selected two or more years in advance unless extenuating circumstances prevent this from occurring. At a minimum, contracts should be signed at least a 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 Southwestern 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 costs 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 Active and Public Agency Members of the Southwestern Section. All other classes of membership shall have NO rights to the election of Southwestern Section officers or any business by the Southwest 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 on-line election.
2. The Section Secretary and Treasurer shall select an on-line voting site to accommodate the Southwestern Section's Officer elections. The on-line election site shall provide a certified election summary at the end of the election. The cost of the on-line election shall not exceed the amount approved by the Southwestern Section's IMSA's Executive Committee. The Section Secretary and 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 #, and membership class.
3. A quorum of Members must cast votes for an internet vote to be valid. A quorum shall consist of 50 active or public agency members. If a quorum does not vote, the President shall

declare that the internet vote is 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 Nominating Committee shall be chaired by a Board Member who is NOT up for re-election and named by the Section President. The Section Secretary shall post the announcement and deadline on the Section's website. Attached to the Letter of Intent shall be a Letter of Support from the member's employer stating that the employee has the employer's 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 Nomination 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. Protests 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.
6. The president will announce the results of the election during the Annual Meeting of the Members.

ARTICLE X – VACANCIES IN OFFICE

1. If a vacancy occurs in the office of President or First 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, or Treasurer, the President of this Section 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 Section 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 or she will accept a motion to remove (and state the individual's name) from the office of (and state the executive position held). The motion must be made and seconded. After the required discussion, the President will poll each officer present, asking the officers to each state their name and how they vote. Finally, the President will state his or her name, and how they vote.
4. The proceedings of the vote shall be public and reflected in the minutes of the meeting. No secret ballots are permitted. Each officer voting in the removal process shall state his or her name and shall state, "Yea," or "Nay."
5. For the Section to pass a resolution to require an officer to step down, or vacate his or 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 is removed from office, effective immediately. The President, or acting President shall follow the procedures in SECTION 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 years.

ARTICLE XII – MEETINGS

1. Annual Meeting
 - a. The Annual Meeting of the Section shall be held before the I.M.S.A. 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. Notices of at least 10 days in advance of all meetings shall be emailed by the Secretary to all members whenever possible but shall be a minimum of 3 days for it to be considered an official meeting with the agenda e-mailed at least 2 business days before the stated meeting. Notice of meetings and agenda shall also be placed on the Section's 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.

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 in the manner prescribed by the Executive Committee. The Secretary shall forward to the International office such information as may seem desirable for publication or need to know basis.

ARTICLE XIII – MEETING PROCEDURES

1. Calling Meeting to Order
 - a. Call to Order
 - b. Reading of Minutes (of previous meeting or minutes of any meetings of the executive committee, held during the year.)
 - c. Officer's reports
 - d. Communications received by Executive and Committee members
 - e. Unfinished Business
 - f. Installation of Officers
 - g. New Business
 - h. Resolutions
 - i. Selection of city for next section meeting and school
 - j. Adjournment or Recess
2. Oath of Office
 - a. The outgoing Past President, or an I.M.S.A. member in good standing shall administer the "Oath of Office" to the newly elected Officers to the Board of Directors, using the following form:

"I (your name), do solemnly swear (or affirm) 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

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 and/or 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

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.

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 - AMENDMENTS AND ADDITIONS TO BY-LAWS

1. Proposed Amendments and Additions to the By-Laws may be made by any Active 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 or disapproval shall be by a simple majority vote.

The IMSA Southwestern Section has entered into a Charter Agreement with the IMSA International as a condition to continue our relationship as a Section of IMSA. With approval of this agreement, we have made it an operational element of the I.M.S.A. Southwestern Section By-laws.

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