

Carolinas Parking Association By-Laws

BY-LAWS OF THE CAROLINAS PARKING ASSOCIATION

Approved July 22, 2014

ARTICLE I – NAME

The name of the organization shall be Carolinas Parking Association, hereinafter referred to as the “Association”. This Association is a nonprofit Association for the public benefit and is chartered under the provisions of North Carolina General Statute 20 and the Code of Laws of South Carolina. The Association shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501 (c) (6) of the Internal Revenue Code. The Association shall maintain an affiliation with the International Parking Institute and other organizations deemed beneficial to its purpose.

ARTICLE II – PURPOSE

The organization shall be a professional association consisting of administrators, practitioners, suppliers, consultants and other professionals within the parking, transportation and related fields in North Carolina and South Carolina.

The purpose shall be to provide for the acquisition and sharing of knowledge, personal and professional development, a mutual support network and the creation of an environment for professional interaction.

Notwithstanding the above section, the Association shall be nonpartisan and nonsectarian; shall take no part in, or lend its support to the election of any candidate for public office; shall not endorse competing models of parking equipment, supplies or services; and shall not tender preferences for, or endorse any specific management professional or consultation service provider or agent.

ARTICLE III – MEMBERSHIP

Section 1. Classes

There shall be four classes of membership: Regular, Associate, Affiliate and Other. To be eligible in any class, in addition to the other requirements as set forth in the By-laws, the purpose of a member must not be in conflict with the objectives of the Organization.

- A. Regular Members shall be municipalities and other government bodies, parking authorities, boards, bureaus, commissions departments, colleges, universities, airports, hospitals or agencies and other institutions having similar responsibility or the establishment, operation, maintenance, control or direction of parking and/or transportation assets or services.
- B. Associate Member shall be additional representatives of Regular, Affiliate and Consultant Members or any other individual, corporation or organization who the Board of Directors (BOD) may elect.
- C. Affiliate Members (Vendors) shall be corporations or individuals engaged in supplying goods or services in the parking field or interested in, or connected with the operation and development of public parking, whether for profit or otherwise, and who support the objectives of the organization. Consultant Members shall be individuals or organizations providing consultation services to the parking, transportation and other related fields in the industry.
- D. Other Members shall be identified as students, retired parking professionals, and honoree members. Honoree members will be selected and approved by the Board of Directors.

Section 2. Voting Rights

All members in good standing shall have the right to one vote on any matter submitted to the membership for a vote. Good standing shall be defined as any member whose membership dues for the current year are paid in full.

Section 3. Motions

Any member in good standing shall have the right to move a proposal at the annual or special meeting or directly to the BOD for consideration and during regular Board meetings.

Any member may participate in discussion at an annual or special meeting of the Organization.

Section 4. Dues

The BOD shall establish annual dues.

Dues of all members shall become due annually on the first day of July. Dues are not refundable other than for inadvertent duplication of unauthorized admission. New members, who join for the first time on or after April 1, will have their dues applied in full to the following year.

An individual's membership may be terminated by the BOD for nonpayment of dues.

If a Regular, Associate, Affiliate or Other membership is terminated then a new Regular, Associate, Affiliate or Other member must be established by the corporation or organization within 60 days in order to maintain all other Associate memberships for that corporation or organization.

Section 5. Admission

Application for membership shall be submitted to the Secretary, Treasurer or other BOD members as assigned by the BOD. The BOD shall report to the annual meeting the total number of memberships.

Section 6. Transfer of Membership

Membership in this organization is not transferable or assignable to another individual.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the organization shall be managed by the Board of Directors (BOD).

Section 2. Composition of the BOD

The number of directors shall be ten (10): president; two vice presidents; secretary; treasurer; consultant member representative; affiliate member representative, two members at-large and immediate past president (ex officio). All directors may vote except the president, unless their vote is required to break a tie vote.

Any member in good standing may be elected to the BOD. No more than one member representing each municipality, college or university campus, hospital or medical center, airport or other membership type shall serve concurrently as a member of the BOD. In the event of questions concerning compliance with this section, the BOD shall serve as the final arbiter.

The BOD may appoint individuals to head committees who report to the Board for the purposes of carrying out specific duties.

Section 3. Term of Office

Except as hereinafter provided, the Directors shall be elected for a term of three (3) years. The exception would be for President who will serve for two-year term. For the purpose of this section, a year shall coincide with the Organization's Fiscal Year as defined in Article IX. The Board shall establish a cycle so that no more than three (3) Directors' terms will expire at one time. An individual must be off the Board for one (1) term before they may run for re-election to the Board. Vacancies that occur during a term will be addressed as described in Article IV Section 9.

- a. The President will serve for a term of two (2) years. If elected to office in his/her third year on the BOD, the President will serve for one additional year on the BOD to fulfill the two-year term requirement for this office. The Presidential term requirement will supersede (or govern) over the defined term of office as defined in Article IV, Section 3.

Section 4. Election of the BOD

A. Nominations

- a. Secretary shall notify the chairman of the Nominating Committee at least ninety (90) days before the annual meeting election deadline as established by the BOD of the number of vacancies to be filled and terms of office thereof. In addition, the Secretary shall provide the Nominating Committee with a list of all members in good standing. The Nominating Committee shall prepare a list of nominees and shall secure the consent of each nominee. In preparation of the list of nominees, the Nominating Committee shall take into consideration and attempt to reflect in its selection of nominees from the membership the ratio of municipal, institutional, airport and hospital members to the total membership. Affiliate and Consultant vacancies must be filled by a member in good standing who represents one of these groups. The Nominating Committee shall consult with the BOD regarding potential nominees and the committee's final report shall be subject to approval of the BOD.
- b. The Secretary shall submit to the members at least thirty days before the election deadline, the list of nominees prepared by Nominating Committee.

B. Ballots

- a. Not later than twenty (20) days before the election deadline the Secretary shall make available to all members in good standing a ballot listing the nominees proposed by the Nominating Committee and the names nominated.

C. Return of Ballots

- a. Ballots shall be returned to the Secretary at least ten days before the annual meeting.

D. Required Votes

- a. Those candidates receiving the highest number of votes sufficient to fill the number of vacancies declared under Section 4(A) of this Article, shall be declared elected.
- b. In the event of a tie vote for the final vacancy, the outgoing BOD shall decide by a majority vote between the tied candidates and declare the candidate elected. Such decision shall be made at the meeting of the BOD prior to the annual meeting.

E. Additional Items on the Ballot

- a. The BOD may instruct the Secretary to include a ballot on such issue or issues which the Board deems advisable to canvas the membership.

Section 5. Meetings of the BOD

The BOD shall meet in person or by teleconference as deemed necessary by the Board to effectively conduct the business of the Association. Meetings may be called by a majority of the Board or by the President.

Section 6. Meeting Notices

Notice of a meeting of the BOD shall be given at least seven (7) business days prior to the time of the meeting by electronic notice.

In the event a Director's intent is to attend a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, they must give written notice of their concerns and intend to the Secretary prior to the time the meeting is scheduled to convene.

Section 7. Manner of Acting

Each Director shall have one vote. Except where otherwise provided the act of the majority of the directors present or participating at a meeting at which a quorum is present shall be the act of the BOD; however, in no case shall a motion be passed unless there is a majority votes.

Votes may be cast by proxy for a member absent from the meeting at which the proxy vote is cast. Such proxy votes as the absent member may wish to cast must be specified in writing and shall be limited to items appearing on the formal agenda of that meeting. Such proxy votes must be submitted to the Secretary who shall cast the votes in accordance with the written instructions of the absent member.

Section 8. Quorum

Six (6) Directors shall constitute a quorum.

Section 9. Vacancies

When a vacancy on the BOD occurs, it may be filled for the balance of the unexpired term by a member from the appropriate membership type elected by the Board. An individual appointed to fill a vacant position before that position is schedule to rotate off the Board is eligible for re-election for an immediate additional three-year term, if they desire.

ARTICLE V – OFFICERS

Section 1. General

The officers of the organization shall be President, Vice-President for South Carolina, Vice-President for North Carolina, Secretary and Treasurer. Such other officers and assistant officers as may be deemed necessary may be appointed by the BOD.

Section 2. Election and Term of Office

The BOD shall elect from its membership the officers of the Organization. The election of officers shall be at the first meeting of the newly elected BOD which shall be called by the retiring President, as soon as feasible, and in any case not more than sixty days after the annual meeting. All officers may be reelected to the same office or any other office which they have previously held.

Officers shall serve until the first meeting of the BOD following the next annual election.

Section 3. Removal

Any officer or agent may be removed by the BOD when, in its judgment, the best interests of the Organization will be served. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. President

The President shall be the principal executive officer of the Organization. Subject to the direction and control of the BOD, the President shall be in charge of the business and affairs of the Organization; the President shall see that the resolutions and directives of the BOD are carried into effect in those instances in which that responsibility is assigned to some other person by the BOD; and, in general, the President shall discharge all duties incident to the office of President and such other duties as may be prescribed by the office of the By-laws and BOD. The President shall have the authority to delegate the performance of the duties of that office to another officer, agent, or committee of the Organization as is appropriate. Such delegate shall not operate to relieve the President of any responsibility imposed upon that office by law or by these By-laws.

Section 5. Vice President

The Vice-Presidents shall assist the President in the discharge of the duties of the office as the President may direct and shall perform such other duties as may be assigned by the President, by the BOD or by these By-laws. In the absence of the President or in the event of then Presidents inability or refusal to act, the most senior Vice-President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all restrictions upon the President. In the absence of the senior Vice-President the junior Vice-President shall preside. In the absence of the junior Vice-President a member of the BOD chosen by the BOD by majority vote shall preside. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Organization or a different mode of execution is expressly prescribed by the BOD or these By-laws, the President may execute for the Organization any contracts of other instruments which the Board of Directors has authorized to be executed.

Section 6. Secretary

The Secretary shall record the minutes of the meetings of the members and of the BOD in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; be custodian of the organizations records and of the seal of the Corporation; keep a register of post office addresses of each member which shall be furnished to the Secretary by such member; and be responsible for the correspondence of the Organization; and keep the record of the Articles, By-laws, and amendments thereto.

The Secretary shall have the authority to delegate the performance of the duties of that office to another officer, agent or committee of the Organization as is appropriate. Such delegation shall not operate to relieve the Secretary of any responsibility imposed upon that office by law or these By-laws.

Section 7. Treasurer

The Treasurer is the principal accounting and financial officer of the organization.

In addition the Treasurer shall; (a) have charge of and be responsible for the maintenance of adequate books of account for the Organization; (b) have charge and custody of all funds and securities of the Organization, and be responsible for the receipt and disbursement thereof and (c) perform all duties as from time to time may be assigned by the President or by the BOD including, but not limited to, preparation of financial statements as required by the Board and preparation of a statement of dues to each member prior to their becoming due and payable. The Treasurer shall ensure that federal and/or state reporting requirements required by the Association's 501 (c) (6) status are met. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time that may be assigned by the President, by the BOD or by these By-laws.

The Treasurer shall have the authority to delegate the performance of the duties of that office to another officer, agent or committee of the Organization as is appropriate. Such delegation shall not operate to relieve the Treasurer of any responsibility imposed upon that office by law or these By-laws.

Section 8. Immediate Past President

The Immediate Past President will act as a consultant to the current Officers of the Association. The Immediate Past President may serve on committees as determined by these bylaws or by the President. The Immediate Past President will remain active on all issues and maintain active status as a voting member of the Board of Directors. The term of the Immediate Past President will end at the point of succession of the office of President. In the event that the outgoing President or the incumbent Immediate Past President is unwilling or unable to serve as Immediate Past President, the position will remain vacant until another succession of the office of President occurs.

Section 9. Chief Technology Officer

The Chief Technology Officer (CTO) is responsible for the specification and administration of the Association's information technology resources including association management software, website and all social media outlets that the Association may have. If an elected member of the Board is not able to serve as the CTO then a CTO will be appointed annually by the Association President and confirmed by the Board to act as a consultant serving as an ex-officio, nonvoting member.

ARTICLE VI - COMMITTEES

Section 1. General

Committees shall be established as provided in these By-laws. Except as otherwise provided, the President shall name the Chairman and members of all committees provided, however, that the President may delegate to the Chairman of any committee the appointment of additional members. If a person specified by the By-laws to act as Chairman of a committee is unable or unwilling to act, the President shall appoint another member subject to the approval of the BOD. Except as otherwise provided in the By-laws, members of any class may be appointed to a committee.

Section 2. Nominating Committee

The Chairman of the Nominating Committee shall, when possible, be the immediate past President. The Nominating Committee shall make nominations for the BOD in accordance with Article IV, Section 4.

Section 3. Other Committees

Standing Committees, other than those presently established, may be established by Bylaw. Special committees may be established by the By-laws, by resolution of the membership, by resolution of the BOD or by the President.

ARTICLE VII - AMENDMENTS

Except as otherwise provided, the power to alter, amend or repeal the By-laws or adopt new By-laws shall be vested in the BOD. Such action may be taken at a regular meeting or at a special meeting for which written notice of the purpose shall be given. The By-laws may contain any provision for the regulation and management of the affairs of the Organization not inconsistent with the law.

ARTICLE VIII - RULES AND PROCEDURES

The rules contained in Roberts Rules of Order, Revised, shall govern the meetings of the BOD, in all cases in which they are applicable and in which they are not inconsistent with the By-laws.

ARTICLE IX - FISCAL YEAR

The Fiscal Year of the Organization shall be July 1 through June 30. An audit shall be completed by the end of the fiscal year. The report shall be summarized and read at the annual meeting. The BOD may appoint a Certified Public Accountant to audit the financial records and accounts for the Organization and prepare an annual financial report.

ARTICLE X - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the law or under the provision of the By-laws of the Organization, a waiver thereof in writing signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI – INDEMNIFICATION

Any present or former Director, officer, employee, or agent of the Association, or other such person so designated in the discretion of the Board of Directors, or legal representative of such person, shall be indemnified including advances against expenses, by the Association against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director, officer, employee, or agent, to the extent authorized by the Board of Directors. No indemnification or advance against expenses shall be approved by the Board or paid by the Association until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

Amended: July 2014