

**BY-LAWS  
OF THE  
INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION, INC.**

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

**ARTICLE I  
Governance Structure**

IMSA shall be governed by its Board of Directors ("Board"). IMSA Members may vote either through IMSA or the local IMSA Sections, as determined in the discretion of the IMSA Board of Directors, and shall be organized and operate through IMSA. These Members shall also be represented at the International level by the IMSA Council of Delegates ("Council"), which, when convened, shall exercise all powers, rights and privileges of the Members.

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

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

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

- (a) **Active Member:** Any employee or official of a governmental agency, or employee of a private contractor, who is actively engaged in any of the public safety operations shall be eligible for Active Membership.
- (b) **Associate Member:** Any individual (not eligible for Active Membership), or any commercial, industrial or non-profit organization, having special knowledge, experience, or interest in any aspect of the Association's activities shall be eligible for Associate Membership.

**BY-LAWS  
OF THE  
INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION, INC.**

- (c) Public Utility Member: Any non-governmental or investor owned corporation furnishing electric, gas, telephone, water or other utility type service to the general public under a published rate. Each Public Utility Member organization shall designate an individual as its representative.
- (d) Public Agency Member: Any local, county, state, provincial, or other governmental body or agency concerned with the objectives of the Association shall be eligible for Public Agency Membership. In order to qualify for Public Agency Membership, there must be a minimum of three (3) individuals who qualify for Active Membership from the same organization. Public Agency Members shall each individually enjoy all the privileges of Active Membership in the Association.
- (e) Sustaining Member: Any individual, firm, organization, or corporation with special knowledge, experience or interest in the objectives of the Association shall be eligible for Sustaining Membership. The annual Sustaining Member membership fee includes up to four (4) memberships. Firms, organizations, or corporations may designate an individual as its representative at the Sustaining Members Section meetings.
- (f) Life Member: Life Membership may be granted by the Board to an Active Member upon their retirement from employment. Life Membership may continue during the life of the member and shall entitle them, without further payment of membership dues, to all the privileges of Active Membership in the Association until such time as their re-employment conflicts with the intent of this section. During such conflicting employment, their Life Membership shall be temporarily suspended. Life Membership may be granted under the following conditions:
- (1) The prospective Life Member shall have been a member in good standing continuously for not less than fifteen (15) years, or;
  - (2) The member shall have been an Officer of the Association or a Section of the Association, and shall have been a member in good standing continuously for not less than ten (10) years;
  - (3) An application for Life Membership shall be submitted to IMSA by the prospective Life Member's Section Secretary at least thirty (30) days prior to the annual meeting of the IMSA Board. The Section Secretary shall provide documentation that the prospective Life Member was approved by the Section and has the proper years of service at the time of application; and

**BY-LAWS  
OF THE  
INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION, INC.**

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

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

**Section 3: Termination of Membership.** Membership in IMSA shall be suspended or terminated if a member does not pay all required membership dues, in full, by the due date established by the Board of Directors, pursuant to procedures established by the Board of Directors. In addition, the Board of Directors may, by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present, terminate a member's membership for one or

**BY-LAWS  
OF THE  
INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION, INC.**

more material violations of any provision of the IMSA By-Laws, rules, policies, or any applicable provisions of the New York Not-For-Profit Code, after giving notice to the Member and providing the Member an opportunity to respond in person or in writing, as determined in the Board's sole discretion. Termination of membership shall not extinguish such members' financial obligations, if any.

**Section 4: Member Action at IMSA International Level: Notice, Quorum and Voting.**

- (a) Notice. Notice of any meeting of the Voting Members shall be received by each Voting Member by mail, overnight courier, electronic mail, or other mode of written transmittal, not less than ten (10) days and not more than fifty (50) days before the date set for such a meeting, and must include the time, date, place and purpose of such meeting.
- (b) Waiver. Voting Members may waive notice of any meeting through attendance at such meeting.
- (c) Quorum. The lesser of one hundred Voting Members or ten percent (10%) of the total IMSA Voting Members shall constitute a quorum for the transaction of business at any meeting of the IMSA voting membership. Votes issued by proxy shall count towards a quorum.
- (d) Manner of Acting. The act of a majority of the Voting Members present at a duly called meeting of the Voting Members at which a quorum is present shall be the act of the voting membership, except as otherwise provided by law.
- (e) Teleconferencing. Any person participating in a meeting of the Voting Members may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting. If cost prohibitive or impractical, IMSA may opt not to provide teleconferencing facilities.
- (f) Ballot Voting/Written Consent. Any action of the Voting Members may be conducted by a ballot and returned by mail, fax, or electronic mail. Each ballot shall only be valid if signed by the Voting Member. Such ballot voting shall be subject to the same quorum and notice requirements as a meeting held in person.

**BY-LAWS  
OF THE  
INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION, INC.**

- (g) Proxy Voting. Any Voting Member may authorize another Voting Member to vote on the member's behalf. Such authorization shall be signed by the respective Voting Member and returned by mail, fax or electronic mail. In addition, the authorization may be returned without a written signature and submitted by other means of electronic transmission if it can be reasonably determined that the electronic transmission was authorized by the Voting Member.
- (h) Special Meetings. Special meetings of the Voting Members may be called by the IMSA Board or by fifty (50) Voting Members through written demand submitted to the IMSA Executive Director. The IMSA Executive Director shall promptly give notice of such meeting ten (10) to fifty (50) days prior to the meeting, and the notice shall state the purpose or purposes for which the meeting is called.

**Article III  
Association Sections**

The Association shall have constituent elements known as Sections. There shall be two types of Sections, those organized according to geographic boundaries and the Sustaining Members Section. These Sections are self-governing, provided that the Section's By-Laws conform to the By-Laws of IMSA and all other legal requirements as outlined in the Association Section Handbook.

**Section 1: Section Delegates**. The Voting Members of each Section shall elect a delegate and alternate delegate to the Council of Delegates ("Section Delegate(s)" or "Delegate(s)") for two (2) year terms as specified in these By-Laws. The Section's election of a Council Delegate and Alternate Delegate may be held at any time prior to the Annual joint meeting of the Board of Directors and Council of Delegates, so that the Council Delegate-Elect and Alternate Delegate can assume office at the proper time. The IMSA Executive Director shall be notified immediately of the results of the Section election.

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

- (a) The requirements of this Section 2 shall apply to all meetings of the Section Voting Members that are called by the IMSA International Board of Directors and relate to IMSA International business.

As the Sections are self-governing, all other actions of the Section Voting Members shall be governed by each Section's By-Laws and shall be

**BY-LAWS  
OF THE  
INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION, INC.**

binding only on the Sections.

- (b) Notice. Notice of any meeting of the Voting Members of any Section ("Section Voting Member(s)") shall be received by each Section Voting Member by mail, overnight courier, electronic mail, or other mode of written transmittal, not less than ten (10) days and not more than fifty (50) days before the date set for such a meeting, and must include the time, date, place and purpose of such meeting.
- (c) Waiver. Section Voting Members may waive notice of any meeting through attendance at such meeting.
- (d) Quorum. The lesser of one hundred Section Voting Members or ten percent (10%) of the relevant Section's Voting Members shall constitute a quorum for the transaction of business at any meeting of the voting membership at the Section level. Votes issued by proxy shall count towards a quorum.
- (e) Manner of Acting. The act of a majority of the Section Voting Members present at a duly called meeting at which a quorum is present shall be the act of the relevant Section's voting membership, except as otherwise provided by law.
- (f) Teleconferencing. Any person participating in a meeting of the Section Voting Members may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting. If cost prohibitive or impractical, IMSA Sections may opt not to provide teleconferencing facilities.
- (g) Ballot Voting/Written Consent. Any action of the Section Voting Members may be conducted by a ballot and returned by mail, fax or electronic mail. Each ballot shall only be valid if signed by the Section Voting Member. Such voting shall be subject to the same quorum and notice requirements as a meeting held in person.
- (h) Proxy Voting. Any Section Voting Member may authorize another Section Voting Member to vote on the member's behalf. Such authorization shall be signed by the respective Section Voting Member and returned by mail, fax, or electronic mail. In addition, the authorization may be returned without a written signature and submitted by other means of electronic

**BY-LAWS  
OF THE  
INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION, INC.**

transmission if it can be reasonably determined that the electronic transmission was authorized by the Section Voting Member, such as by submission of a unique identifier generally known only to the member.

- (i) Special Meetings. Special meetings of the Section Voting Members may be called by the IMSA Board, the Section Board, or by ten (10) of the relevant Section's Voting Members through written demand submitted to the Section Secretary. The Section Secretary shall promptly give notice of such meeting ten (10) to fifty (50) days prior to the meeting, and the notice shall state the purpose or purposes for which the meeting is called.

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

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

- (a) A Section must have at least twenty-five (25) Active Members;
- (b) Membership categories and qualifications shall conform with these By-Laws;
- (c) Territorial limits of a Section shall be confined to the geographic area authorized by the Board at the time the Section's IMSA Charter is granted. Such limits, however, may be enlarged or reduced at the request or mutual agreement of the Sections involved and with the approval of the Board;
- (d) Each Section shall hold an annual business meeting of its members, at a location within the boundaries of the Section, at least once in every year; and
- (e) A permanent record of all meetings shall be kept by the Section. The minutes shall be edited by the Section Secretary so as to show the papers presented, discussions held, and opinions and conclusions reached. A copy of the minutes shall be forwarded to the IMSA Executive Director for possible publication no later than 90 days after the meeting.

A Section failing to comply with the By-Laws of the Association shall, at the discretion of the Board, forfeit its IMSA Charter.

**BY-LAWS  
OF THE  
INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION, INC.**

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

**Article IV  
Council of Delegates**

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

**Section 2: Number of Members on the Council, Eligibility and Election.** The Council shall consist of one (1) Delegate and one (1) Alternate Delegate elected by Voting Members within each Section, regardless of Section size. One (1) Delegate and one (1) Alternate Delegate shall also be elected from the Sustaining Members Section.

**Section 3: Term of Service of Council Members.** The regular term of service for a member of the Council shall commence immediately after adjournment of the old Council at the Annual joint meeting of the Board and Council, and shall continue for approximately two (2) years from that date.

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

**Section 5: Council Chair and Vice-Chair.** The Council Vice-Chair shall be

**BY-LAWS  
OF THE  
INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION, INC.**

elected annually by the Council from the current Delegates. The Council Vice-Chair succeeds to the office of Council Chair.

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

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

- (a) Notice. Notice of any meeting of the Council shall be received by each Delegate by mail, overnight courier, electronic mail, or other mode of written transmittal, not less than ten (10) days and not more than fifty (50) days before the date set for such a meeting, and must include the time, date, place and purpose of such meeting.
- (b) Waiver. Delegates may waive notice of any meeting through attendance at such meeting.
- (c) Quorum. Fifty percent (50%) of the Delegates shall constitute a quorum for the transaction of business. Votes issued by proxy shall count towards a quorum.
- (d) Manner of Acting. The act of a majority of the Delegates present at a duly called meeting at which a quorum is present shall be the act of the Delegates, except as otherwise provided by law or elsewhere in these Bylaws.
- (e) Teleconferencing. Any person participating in a meeting of the Delegates may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting. If cost prohibitive or impractical, IMSA may opt not to provide teleconferencing

**BY-LAWS  
OF THE  
INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION, INC.**

facilities.

- (f) Ballot Voting/Written Consent. Any action of the Delegates may be conducted by a ballot and returned by mail, fax, or electronic mail. Each ballot shall only be valid if signed by the Delegate. Such voting shall be subject to the same quorum and notice requirements as a meeting held in person.
- (g) Proxy Voting. Any Delegate may authorize another Delegate to vote on the Delegate's behalf. Such authorization shall be signed by the respective Delegate and returned by mail, fax or electronic mail. In addition, the authorization may be returned without a written signature and submitted by other means of electronic transmission if it can be reasonably determined that the electronic transmission was authorized by the Delegate, such as by submission of a unique identifier generally known only to the member.
- (h) Special Meetings. Special meetings of the Delegates may be called by the IMSA Board or by ten percent (10%) of the Delegates through written demand submitted to the IMSA Executive Director. The IMSA Executive Director shall promptly give notice of such meeting ten (10) to fifty (50) days prior to the meeting, and the notice shall state the purpose or purposes for which the meeting is called.

**Section 7: Removal of Delegates.** A Delegate's position on the Council of Delegates may suspended or terminated by the affirmative vote of a majority of the relevant Section Voting Members represented by the Delegate, after giving notice to the Delegate and providing the Delegate an opportunity to respond in person or in writing, as determined in the Section Voting Members' sole discretion. Such removal or suspension shall be for one or more material violations of any provision of the IMSA By-Laws, rules, policies, or any applicable provisions of the New York Not-For-Profit Code.

**Article V  
Board of Directors**

**Section 1: Role of the Board of Directors.** The governing body of the Association is the Board of Directors. The Board has exclusive authority in decisions on Association governance, policies, and expenditures or fees, consistent with the objectives of the Association. As the governing body of the Association, the Board directs its appropriations, investments and funds in conformity with the By-Laws. However, the IMSA Executive Director shall have authority regarding day-to-day

**BY-LAWS  
OF THE  
INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION, INC.**

management and oversight of IMSA employees.

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

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

**Section 3: Eligibility and Nomination.**

- (a) The majority of all seven members of the Board of Directors shall always be government employees and/or life members who are former government employees. Only government employees or Life Members who are former governmental employees are eligible for the positions of President Elect, President and Past President. The Nominating Committee will recommend candidates for election as Board members only if they meet or exceed the requirements and qualifications outlined in the IMSA Governance and Policy Manual.
- (b) On the Nominating Committee Chair's behalf, the IMSA Executive Director shall provide notice to all Voting Members soliciting nominees for the four (4) Directors-at-Large as set forth in the IMSA Governance and Policy Manual.
- (c) Nominations must be submitted as set forth in the IMSA Governance and Policy Manual.
- (d) The Chairman of the Nominating Committee shall provide the Council with a list of qualified candidates as set forth in the IMSA Governance and Policy Manual.
- (e) The election to fill vacancies in the Directors-at-Large shall occur as set forth in the IMSA Governance and Policy Manual.

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

**BY-LAWS  
OF THE  
INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION, INC.**

**Section 5: Election of Directors-at-Large.** The Council of Delegates, at a time and place of its choosing, will annually elect four members at large to the Board of Directors. IMSA Sections may not have more than one person serving on the Board of the Association at the same time.

**Section 6: Term of Service of Board Members.** The regular term of service for a member of the Board shall commence immediately after adjournment of the Board at the Annual Meeting. Directors-at-Large serve a one year term and are limited to serve a maximum of three consecutive terms.

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

- (a) **Notice.** Notice of any meeting of the Directors shall be received by each Director by mail, overnight courier, electronic mail, or other mode of written transmittal, in a reasonable time-frame prior to the date set for such a meeting, and must include the time, date, place and purpose of such meeting. Unless impractical, notice shall generally be given not less than thirty (30) days before the date set for such a meeting. Any Director may waive notice of any meeting before, at or after such meeting. The IMSA Executive Director, in cooperation with, or as instructed by the Board President, shall prepare an agenda for the Board meeting which will be included with the notice to the Board members regarding date, time and place of the meeting. The failure to include a subject or item on the advance agenda does not preclude the presentation of any motion, resolution or other item of business at any meeting of the Board.
- (b) **Quorum.** Fifty percent (50%) of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- (c) **Manner of Acting.** The act of a majority of the Directors present at a duly called meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law or in these By-Laws. When requested by the President or any member of the Board, the vote on a motion may be by roll call. Roll call votes shall be recorded in the proceedings of the Board. The official tally of any recorded vote of the Board shall list the number of yeas, nays and abstentions. "Robert's Rules of Order, Revised" should govern the procedure of all meetings of the Board, except as otherwise stipulated in these By-Laws.
- (d) **Teleconferencing.** Any person participating in a meeting of the Directors may participate by means of conference telephone or by any means of

**BY-LAWS  
OF THE  
INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION, INC.**

communication by which all persons participating in the meeting are able to hear one another, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

- (e) Action by Unanimous Written Consent. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors entitled to vote with respect to the subject matter thereof.
- (f) Annual Meeting. An annual meeting of the Board shall be held at the place of the IMSA Annual Meeting on any day preceding the opening of the Conference and School, but not more than three (3) days prior to the opening of the event. The Board may not adjourn until the Budget is approved and adopted.
- (g) Special Meetings. Special meetings of the Board may be called by the President, or at the request of a majority of the Board members.

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

**Section 9: Removal**. A Director-at-Large may be suspended or terminated by the affirmative vote of a majority of the Council of Delegates, after giving notice to the Director and providing the Director an opportunity to respond in person or in writing, as determined in the Council of Delegates' sole discretion. Such removal or suspension shall be for one or more material violations of any provision of the IMSA By-Laws, rules, policies, or any applicable provisions of the New York Not-For-Profit Code.

**Article VI  
Joint Meeting of the Board and Council**

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

**BY-LAWS  
OF THE  
INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION, INC.**

**Article VII  
Board Officers**

**Section 1: President, President-Elect, Past President and Secretary.** The office of President-Elect will be voted on by the entire Voting Membership through the IMSA Voting Member process. The office of President will be filled by the President-Elect from the previous year. At the end of his or her term, the President shall automatically serve an additional one (1) year term as Past President. As such, each elected officer of the Board shall serve a three (3) year term (a one (1) year term as President-Elect, a one (1) year term as President, and a one (1) year term as Past President). Only Active Members who are employees or officials of a governmental agency or Life Members who are former governmental employees are eligible to serve as the President-Elect, President or Past President. If a vacancy occurs in the President-Elect, President or Past President position, the vacancy shall be filled by the President with the approval of the Board. The IMSA Executive Director shall act as Secretary of IMSA, as required by the New York Not-For-Profit Code.

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

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

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

**BY-LAWS  
OF THE  
INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION, INC.**

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

**Section 4: Nominations and Election of President-Elect.**

- (a) Such person shall have been an Active, Public Agency or Life Member as described in these By-Laws in good standing for more than five (5) years and served as a Section Officer or IMSA Committee Chair or Representative as set forth in the IMSA Governance and Policy Manual.
- (b) On the Nominating Committee Chair's behalf, the IMSA Executive Director shall solicit nominees as set forth in the IMSA Governance and Policy Manual. All Active, Public Agency or Life Members will be solicited as potential nominees for the office of President-Elect.
- (c) The Voting Members shall vote on the President-Elect by ballot or by an in-person meeting (including proxy voting) as set forth in the Governance and Policy Manual.

**Section 5: Removal of Officers.** An officer elected by the Voting Members may be removed only by a vote of the Voting Members or the Council of Delegates, acting on behalf of the Voting Members, for one or more material violations of any provision of the IMSA By-Laws, rules, policies, or any applicable provisions of the New York Not-For-Profit Code

**Article VIII  
Committees**

**Section 1: Delegated Authority.** The Board of Directors, by resolution adopted by a majority of the entire Board, may create a Committee of the Board, which committee, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of IMSA between meetings of the

**BY-LAWS  
OF THE  
INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION, INC.**

Board. However, the Board of Directors shall not have authority to delegate the following matters:

- (a) The submission to members of any action requiring members' approval.
- (b) The filling of vacancies in the Board of Directors or in any committee.
- (c) The amendment or repeal of the By-Laws or the adoption of new By-Laws.
- (d) The amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable.

The designation of and the delegation of authority to a Committee of the Board shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law. The Committee of the Board, if formed, will consist of the President, Vice-President and Past President.

**Section 2: Standing Committees.** Standing Committees may be authorized by Resolution adopted by a majority of the entire Board of Directors, and each Standing Committee shall exercise only the authority described in such resolution. Subject to the approval of the Board, each year the President-Elect shall submit a recommended list of Chairs of each of the Standing Committees, as well as Representatives to outside organizations as specified in the IMSA Committee/Representative Handbook. The Chair of each Standing Committee shall appoint members of the Committee. The Standing Committees shall include the following:

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

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

- (a) Shall be an Active, Public Agency or Life Member of the Association;
- (b) Shall notify the President of their acceptance or refusal of the appointment within thirty (30) days of appointment;
- (c) Shall submit a budget to the IMSA Executive Director, in advance, for any expenditure of funds necessary to carry out the duties and assignments of the Committee;
- (d) Shall provide a list of Committee members to the IMSA Executive Director;

**BY-LAWS  
OF THE  
INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION, INC.**

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

**Section 4: Special Committees and Task Forces.** The President shall have the right to appoint Special Committees/Task Forces.

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

**Article IX  
By-Laws**

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

**Section 2: Amendment Procedure.**

- a) Any member may submit a proposed By-Laws change via the IMSA Executive Director to the By-Laws Resolution Committee;

**BY-LAWS  
OF THE  
INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION, INC.**

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

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

**Article X  
Dissolution**

A proposal for dissolution of the Association may be initiated by the IMSA Board of Directors or by a petition submitted by a majority of the IMSA Sections to the Board President. A vote on any such proposed dissolution will conform with the requirements of the New York Not-For-Profit Code.

**Article XI  
Indemnification**

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