

AMERICAN TRAFFIC SAFETY SERVICES ASSOCIATION

Bylaws

As amended by the ATSSA Board of Directors April 2024



ATSSA

Safer Roads Save Lives

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American Traffic Safety Services Association
Bylaws
As amended through March 2023

ARTICLE I - NAME

The name of this association shall be: American Traffic Safety Services Association.

ARTICLE II - OFFICES

Section 1. The principal office of the association shall be located at a location sanctioned by the Board.

Section 2. Branch or subordinate offices of the association may be established by the Board of Directors as it deems necessary.

ARTICLE III – PURPOSE

The purpose of this association is the promotion of the best interests of the companies which provide traffic control and safety devices, materials, and services to governmental agencies and private industry in the following manner:

- a. Establishing a central organization through which lawful undertakings of the industry may be conducted effectively by cooperative effort.
- b. Collecting and disseminating data and statistics which are of value to the membership.
- c. Educating and informing the general public in the identification and understanding of traffic control and safety devices and respect for the importance of these devices to the safety of the public.
- d. Creating new markets and enlarging current markets through promotional programs, marketing research and public relations.
- e. Discussing, studying, promulgating, and advocating the adoption of technical standards and specifications for the selection, use, placement, control, and servicing of traffic control and safety devices.
- f. Initiating, promoting, directing and managing educational programs relating to traffic control and safety.
- g. Establishing and maintaining appropriate liaison with federal, state, and local government agencies and legislative bodies and related trade associations and organizations to further the best interests of the association members and to improve traffic control and safety.
- h. Performing such other activities as may be in the best interests of the membership.

ARTICLE IV – MEMBERSHIP

Section 1. Classes of Membership

The association shall have the following classes of membership:

- A. Full Member – To qualify as a Full Member, a company must be one of the following three business types, located anywhere in the world:
- i.i Roadway Safety Contractor and/or installer of temporary traffic control zones; provider of flagging services; installation, maintenance or removal of pavement markings; installation and maintenance of guardrail and roadside safety features; installation and maintenance of traffic signs and/or signals. At least 50% of the company's revenue must be from sources other than the parent or affiliated companies and be classified in one of the following Divisions.
 - Traffic Services Division – installation, rental and/or servicing of temporary traffic control zones;
 - Pavement Marking Division – installation, maintenance or removal of pavement markings;
 - Sign Manufacturing Division – installation, maintenance or sales of traffic signs;
 - Guardrail Services Division – installation and/or maintenance of roadside safety features
 - i.ii Manufacturer and Supplier of traffic control devices, roadway safety equipment, pavement marking products and equipment, traffic signs and equipment, traffic signals, high friction surface treatment products, guardrail, safety gear, PPE, barriers and channelizing devices.
 - i.iii Service Provider to the roadway safety industry to include but not limited to engineering and design, accident reconstruction, software, legal and financial services, staffing agency, temporary staffing or job placement provider, and manufacturer representative firms. The firm must provide services specific to the roadway safety industry or have a department or division designated to traffic safety

Manufacturers, Suppliers and Services firms will be classified in the following Division.
Manufacturers and Services Division - manufacture or supply of traffic control devices, roadway safety features and/or related materials and professional service providers to roadway safety
- a. Each Full Member firm is entitled to one Representative Member to a Division as part of its dues payment.
 - b. The Representative Member of a Full Member firm shall be entitled to serve on the Board of Directors.
 - c. The Representative Member of a Full Member firm shall be entitled to vote for board directors and Operating Committee members.
 - d. The Representative Member is entitled to vote for the At-Large members to the Board of Directors.
 - e. The Representative Member of a Full Member firm shall be entitled to serve on and hold elective office in standing committees.
 - f. The Representative Member of a Full Member firm shall be entitled to participate in and hold elective office in chapters.
 - g. The Representative Member of a Full Member firm is entitled to one vote in the affairs of the association.
- B. Associate Member – To qualify as an Associate Member of this association, , a company must qualify for membership under one of the two business types:
- i. Public Agency – A federal, state, tribal, county, municipality, or local transportation agency. These include public works, toll roads and tollways, HOV lane management, turnpikes and bridges, tunnels, and airports; government research, testing labs and non-profit training facilities; and non-profit academia to include primary and secondary

schools, colleges, universities and trade schools with educational programs geared toward transportation infrastructure and traffic safety.

- ii. Non-Government/Private Agencies – For profit companies to include: utilities, tollways, turnpikes, HOV management, bridges, tunnels and airports; private research, testing labs and training facilities; and private secondary, colleges, universities and trade schools that do not compete with ATSSA's training program.
 - a. An Associate Member shall be entitled to serve on and hold the position of secretary in standing committees or as secretary or treasurer in chapters.
 - b. An Associate Member shall not be entitled to serve as president or president-elect of a chapter.
 - c. An Associate Member is not entitled to a vote in national elections or national governance issues.
 - d. Chapter voting members shall vote to determine eligibility or ineligibility of Associate Members to be voting members for its respective Chapter elections, Chapter governance and Chapter policy. If eligible to vote, each Associate Member shall identify one representative member who will be entitled to one (1) vote.
- C. Affiliate Member – To qualify as an Affiliate Member a company must be one of the following company types and cannot qualify for another category of membership.
- i. Association or coalition;
 - ii. An automotive, technology, or innovation company to include vehicle manufacturers, rideshare providers, OEM, automated vehicles, and leading technologies companies.
 - iii. Contractor that is responsible for temporary traffic control, is an advocate for roadway safety and prioritizes the use of ATSSA's training as its primary resource for roadway safety training wherever possible.
- a. Affiliate members are not entitled to a vote in national elections or national governance issues.
 - b. Affiliate members shall be entitled to be a friend in standing committees and councils; and may participate in related subcommittees and task forces.
 - c. Affiliate members are not eligible to vote or to hold elective office in standing committees and councils.
 - d. Affiliate members may participate in ATSSA chapters but is not entitled to serve as president or president-elect.
 - e. Chapter members shall determine eligibility or ineligibility as to whether this category can vote or hold the position of secretary or treasurer in chapters. An Affiliate Member firm is entitled to one Representative member as part of its dues payment.
- D. Instructor Member – To qualify as an Instructor Member of this association, a person must hold a current instructor certification or Master Instructor designation from ATSSA. Instructor Members cannot be employed by a company eligible for ATSSA membership or qualify for another individual category of membership.

Instructor Members shall be entitled to:

- a. An Instructor Member shall be entitled to purchase ATSSA's products, services, and training at ATSSA-member prices.
- b. Instructor Members are not entitled to serve or vote for At-Large members of the Board of Directors or serve on the Operating Committee.
- c. Only those Instructor Members holding a current Master Instructor designation from ATSSA may participate on ATSSA committees or attend chapter meetings.

- E. Individual Consultant Member - To qualify as an Individual Consultant Member of this association, a person must be a self-employed individual, may not have any employees and may not be an employee of any company eligible for membership.
 - a. An Individual Consultant Member is entitled to one vote for the At-Large member to the Board of Directors.
 - b. An Individual Consultant Member shall be entitled to serve on and hold elective office in standing committees.
 - c. An Individual Consultant Member shall be entitled to participate in and hold elective office in chapters.
 - d. An Individual Consultant Member may vote in certain of the association's affairs.
- F. Life Member - To qualify as a Life Member of this association, a person must be fully retired from active business and have been an active member for at least twenty years or must be a fully retired ATSSA staff member who served on the staff for at least twenty years and must be approved by the Board of Directors.
 - a. A Life Member shall be entitled to serve on and hold elective office in standing committees.
 - b. A Life Member shall be entitled to participate in and hold elective office in chapters.
 - c. A Life Member may vote in certain of the association's affairs.
- G. Regular Member – Any individual who is a full-time employee of a Full or member company or any person who is an Individual Consultant Member of this association qualifies as a Regular Member of ATSSA.
- H. Retiree Member – To qualify as a Retiree Member of this association, a person must be fully retired from active business and have been previously employed by an ATSSA-eligible entity at the time of retirement.
 - a. Retiree members shall be entitled to serve on and hold elective office in standing committees.
 - b. Retiree members shall be entitled to participate in and hold elective office in chapters.
 - c. Retiree members may vote in certain of the association's affairs.
- I. Student Member - To qualify as a Student Member of this association, a person must be enrolled in a public or private post-secondary career/technical school, apprenticeship program, community college, college or university; or be at least a 50% of a normal full-time academic program as a registered graduate student. Student membership is available for two years certificate and associate degree programs; four years for baccalaureate (or its equivalent) from an accredited institution; and up to six years for graduate program students.
 - a. Student members shall be entitled to attend standing committees.
 - b. Student members shall be entitled to participate in chapter meetings.
 - c. Student members are not entitled to vote in national elections or national governance issues.
 - d. Chapter voting members shall vote to determine eligibility or ineligibility of Student Members to be voting members for its respective Chapter elections, Chapter governance and Chapter policy.
- J. New Professional Member – To qualify as a New Professional Member, a person must have graduated within the last 12 months from a public or private post-secondary career/technical school, apprenticeship program, community college, college or university; and must not be employed by a current ATSSA member company. This membership is available to individuals new to the roadway safety industry for two years.
 - a. New Professional members shall be entitled to serve on standing committees.
 - b. New Professional members shall be entitled to participate in chapter meetings.

- c. New Professional members are not entitled to vote in national elections or national governance issues.
- d. Chapter voting members shall vote to determine eligibility or ineligibility of New Professional Members to be voting members for its respective Chapter elections, Chapter governance and Chapter policy.
- e. New Professional members shall participate in the ATSSA Young Industry Professionals subcommittee.

Section 2. Membership Admission

Any person, firm or corporation eligible for membership under these Bylaws may be appointed to membership upon completion of an approved association application.

Section 3. Acceptance of Membership

Acceptance of membership in the association shall constitute an acceptance by the applicant of the Bylaws. The acceptor does hereby agree to conform to the Bylaws of the association.

Section 4. Non-liability of Members

A member of the association shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the association.

Section 5. Membership Resignation

Any member may voluntarily resign at any time by transmitting written notice of such resignation to the association headquarters office. All rights, privileges and interests of a member in or to the association, which shall include use of the association logo, shall cease upon the termination of membership. Any member who resigns shall pay all delinquent dues and assessments.

Section 6. Suspension and Expulsion

Any member may be suspended or terminated for cause. Sufficient cause for such suspension or termination shall include but is not limited to: violation of the Bylaws; withdrawal from the trade or business served by the association; relocation to a geographic territory not served by the association; and failure to pay association dues.

Section 7. Division of Members

For voting purposes, the Representative Member of a Full Member firm of the association may belong to only one organized division, but members may participate in any association activity in which they have a legitimate interest.

ARTICLE V - DUES AND ASSESSMENTS

Section 1. Dues

The amount of dues payable by members shall be set as determined by the Board of Directors. Dues shall be payable annually and become due on such date as determined by the Board. The Board at its discretion may pass a special assessment which shall be ratified by a majority vote of the Board members.

Section 2. Dues Renewal and Nonpayment

The President and Chief Executive Officer shall recommend, and the Board of Directors shall approve,

policies regarding the non-payment of dues, termination of membership privileges, and reinstatement of membership privileges.

ARTICLE VI - MEETING OF MEMBERS

Section 1. Annual Meeting

The Annual Convention of the Association shall serve as the Annual Meeting, unless otherwise ordered by the Board of Directors.

Section 2. Special Meetings

Special members' meetings of the association may be called by the Chairperson or the Board of Directors. Notice of any special meeting shall be mailed to each member at his/her last recorded address or by email communication at least thirty (30) days in advance, with a statement of time and place and information as to the subject or subjects to be considered.

Section 3. Quorum

Ten percent of the voting membership must be present at a regularly scheduled meeting to constitute a quorum for conducting the business of the association. Measures and matters of this association which are required to be submitted to a vote of the membership may be adopted only after receiving a favorable majority vote of the members present.

Section 4. Order of Business

The order of business at meetings shall be as directed by the Chairperson or Board of Directors. The usual parliamentary rules as laid down in the latest edition of Robert's Rules of Order, newly revised shall govern all deliberations, when not in conflict with these Bylaws.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Responsibility

The Board of Directors shall have supervision, control, and direction of the affairs of the association; shall determine its policies or changes therein within the limits of the bylaws; shall actively prosecute its purposes; and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Membership

The association shall be governed by a Board of Directors consisting of directors elected by the voting members of each of the organized divisions. Each of these divisions shall elect members to the Board of Directors as follows:

- Traffic Services Division: 2 Board Members;
- Sign Manufacturing Division: 1 Board Member;
- Pavement Marking Division: 1 Board Member;
- Guardrail Services Division: 1 Board Member;
- Manufacturers and Services Division: 2 Board Members;

In addition, the Regular members shall elect four At-Large members to the Board of Directors.

In addition, thereto, the immediate Past Chairperson shall serve as a voting director ex-officio. The members shall elect a Chairperson and Chairperson Elect who shall serve as voting directors ex-officio. All

Past Chairpersons of the association, the Chairperson of the American Traffic Safety Services Foundation, and a representative of the Chapter Presidents Council who are currently members of the association shall serve as non-voting directors ex-officio. In the event that the Board of Directors approves the addition of a new Division in the association's structure, that Division shall be granted 1 Board Member and the number of At-Large members shall be concurrently reduced by 1 so as not to increase the size of the Board of Directors.

Section 3. Officers Eligibility

The Chairperson Elect shall at the time of his/her nomination be a member of the Board of Directors or the Operating Committee within the last four years.

Section 4. Directors Eligibility

Directors must be the Representative Member of a Full Member Firm. Not more than one representative per firm may serve as a director of an organized division. Not more than three representatives per firm may serve as voting members of the Board at one time. Any individual who is a full-time employee of a Full Member company or any person who is an Individual Consultant Member is eligible to serve as an At-Large Director.

Section 5. Concurrent Service

No person except the Chairperson Elect may serve as a voting member of the Board of Directors and the Operating Committee concurrently and no person may serve as a voting member of the Board of Directors and as chair of a standing committee or council concurrently.

Section 6. Term of Service

The directors shall serve a two-year term with the appropriate number of directors being elected each year to comply with the provisions of Article VII, Section 2.

The first year that these provisions are in effect, directors shall be elected to one- or two-year terms so that approximately half of the directors elected from each division will serve a two-year term.

In subsequent years, elections will be held in such a manner so as to maintain this approximate one-year, two- year relationship. Should for some reason the Board find this relationship out of balance the Board shall adopt a corrective measure to re-establish this balance.

Section 7. Consecutive Terms

No person may be elected as a director for more than two consecutive 2-year terms or if appointed to the board may not serve more than 5 consecutive years.

Section 8. Vacancies

The Chairperson, with the advice and consent of the Board, shall fill any vacancy that may occur on the Board, and the person or persons so appointed shall serve to fulfill the unexpired term of the position. The person or persons so appointed may subsequently be elected to not more than two consecutive 2-year terms nor serve more than 5 consecutive years.

Section 9. Resignation and Removal

Any director may resign at any time by giving written notice to the Chairperson or to the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the Chairperson or the Board.

The Chairperson, Chairperson Elect, or other directors may be removed for cause. Such removal will require a two-thirds vote of the entire voting membership of the Board of Directors at any regular or special meeting.

Section 10. Meetings

The Board of Directors shall meet at least three times a year. Meetings of the Board and Executive Committee may be conducted by electronic means, including, but not limited to, audio conferencing, video conferencing and internet.

Special meetings of the Board shall be held at the call of the Chairperson upon written request signed by three members of the Board. Written notice of all meetings of the Board shall be mailed to members of the Board at least fifteen (15) days prior to the meeting.

Section 11. Voting

Voting at Board meetings may proceed by voice vote, show of hands, or such other means as prescribed in Robert's Rules of Order. Voting by the Board and Executive Committee may be conducted by electronic means.

Section 12. Quorum

A majority of the voting directors shall constitute a quorum at any meeting of the Board. A lesser number may adjourn from time to time until a quorum be present.

Section 13. Absence

Any member of the Board of Directors unable to attend a meeting shall, in a letter addressed to the Chairperson or Chairperson Elect, state the reason for his/her absence. If a director is absent from two consecutive meetings for reasons that the Board has failed to declare to be sufficient, his/her resignation shall be deemed to have been tendered and accepted.

Section 14. Compensation

Directors, as such, shall not receive any compensation for their services as directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the association.

ARTICLE VIII - OFFICERS

Section 1. Officers Election & Appointments

The elective officer of the association shall be the Chairperson Elect who shall be elected biennially by the membership and shall take office at the annual meeting immediately following the election. The Chairperson Elect shall succeed to the position of Chairperson. The Secretary and the Treasurer will be appointed by the Board of Directors at the first regular meeting following the annual meeting of members and shall take office immediately.

Section 2. Officers Terms

The elective and appointed officers shall serve for a term of two years. The Chairperson and Chairperson Elect shall serve no more than one term.

Section 3. Fulfillment of Terms

If the Chairperson cannot fulfill his/her term, the Chairperson Elect shall fill the unexpired term. If both the Chairperson and Chairperson Elect cannot fulfill the term of Chairperson, the Board shall elect from among themselves a person to fulfill the unexpired term of Chairperson. Vacancies in the office of Secretary or Treasurer may be filled for the balance of the term therein by the Board of Directors at any regular or special meeting.

Section 4. Chairperson

The Chairperson shall be the principal executive officer of the association, shall preside at meetings of the association and of the Executive Committee, and shall be a member ex-officio, with right to vote, of all committees except the Leadership Committee. The Chairperson shall also, at the time of the annual meeting of the association and at such other times as he/she shall deem proper, communicate to the association or the Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the association, and shall perform such other duties as are necessarily incident to the office of Chairperson or as may be prescribed by the Board of Directors. The Chairperson is not charged with executive or administrative responsibilities in the management and continuing conduct of the association's affairs.

Section 5. Chairperson Elect

The Chairperson Elect may be delegated by the Chairperson to perform his/her duties, in the event of temporary disability or absence from meetings, and shall have such other duties as the Chairperson or the Board may assign including, but not limited to, acting as chairperson of the Operating Committee and reporting to the Board on the activities and recommendations of the Operating Committee.

Section 6. Treasurer

The Treasurer shall be appointed by the Board of Directors and shall be a paid staff member. The Treasurer shall keep an account of all moneys received and expended for the use of the association and shall make disbursements authorized by the Board. The Treasurer may appoint one or more Assistant Treasurers to perform such duties as the Treasurer may delegate to them.

The funds, books, and vouchers in his/her possession shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the Board of Directors.

Section 7. Secretary

The Secretary shall be appointed by the Board of Directors. It shall be his/her duty to give notice of and attend all meetings of the association and keep a record of all proceedings to attest documents and perform such other duties that are usual for such official or as may be duly assigned to him/her. The offices of Secretary and Treasurer may be performed by the same person.

Section 8. President and Chief Executive Officer

The President and Chief Executive Officer, who shall be employed or appointed by, and directly responsible to the Board of Directors, shall administer and manage the association.

The President and Chief Executive Officer shall be the chief staff executive of the association with responsibility for the management of all operations, programs, activities, and affairs of the association, including employment and termination of employment, and the determination of compensation of members of the staff and supporting personnel, functioning within the framework of policy aims and programs as generally determined by the Board of Directors. The duties, compensation, and benefits of the President and Chief Executive Officer shall be outlined by a job description and employment contract mutually agreed upon by him/her and a majority of the Executive Committee. All books, documents, and papers of the association shall be in the custody and control of the President and Chief Executive Officer.

The President and Chief Executive Officer shall serve as Board Parliamentarian by assisting the organization in the drafting and interpretation of bylaws and rules of order, and the planning and conduct of meetings. The role of the Parliamentarian at a meeting is to be a resource to the Chair and to assist the Chair in the conduct of the meeting. When necessary, the Parliamentarian will review the organization's governing documents and provide an opinion as to how to proceed within the rules.

A parliamentarian may be appointed by the chair should the President and Chief Executive Officer be absent or vacant.

Section 9. Bonding

At the direction of the Board of Directors, any officer or employee of the association shall furnish, at the expense of the association, a fidelity bond, in such sum as the Board shall prescribe.

ARTICLE IX – OPERATING COMMITTEE

Section 1. Responsibility

The association Operating Committee shall be responsible for reviewing and approving the activities of all standing committees, councils, subcommittees, task forces, temporary committees, independent task forces, including the Chapter Presidents' Council with the approval of the Board.

Section 2. Membership

The Operating Committee shall consist of the following members:

- a. The Chairperson Elect will serve a two-year term as chair. The chair may appoint, with the approval of the Operating Committee, a member of the Operating Committee to serve as vice chair.
- b. Two Sign Manufacturing Division Members, one elected every year by the Sign Manufacturing Division Representative Members for a two-year term.
- c. Two Traffic Services Division Members, one elected every year by the Traffic Services Division Representative Members for a two-year term.
- d. Two Pavement Marking Division Members, one elected every year by the Pavement Marking Division Representative Members for a two-year term.
- e. Two Manufacturers and Services Division Members, one elected every year by the Manufacturers and Suppliers Division Representative Members for a two-year term.
- f. Two Guardrail Services Division Members, one elected every year by the Guardrail Services Division Representative Members for a two-year term.
- g. One At-Large Member elected every two years by the Full Members for a two-year term.
Not more than two representatives of the same firm may serve on the Operating Committee at the same time.

Section 3. Committee Member Eligibility

At the time of election to the Operating Committee, a member shall be currently serving or have served within the last two years as a member of a relevant ATSSA standing committee or as a Friend of a standing committee. No person may serve as a voting member of the operating committee and the chair of a standing committee concurrently. This restriction shall not apply to any member currently serving on the Operating Committee as of the date of its adoption.

Section 4. Term of Office

No person may serve as a member of the Operating Committee for more than two consecutive 2 year terms.

Section 5. Appointment of Chairs

The Operating Committee will review as required the status of committees. The Operating Committee will ratify the election of chairs to existing committees and make appointments of chairs to newly-created committees.

Section 6. Resignation and Removal

Any member of the Operating Committee may resign at any time by giving written notice to the Operating Committee chair. Such resignation shall take effect at the time specified therein or, if no time is specified, at the

time of acceptance thereof as determined by the Operating Committee chair.

Any member of the Operating Committee may be removed for just cause. Such removal will require a two-thirds vote of the entire membership of the Operating Committee at any regular or special meeting or by mail ballot and must be confirmed by a two-thirds vote of the entire membership of the Board of Directors at any regular or special meeting or by mail ballot.

Section 7. Vacancies

If an Operating Committee member becomes ineligible to complete his/her term because of the fact that he/she is no longer a member of ATSSA or no longer works for a company which is a member of the division from which he/she was elected, or for any other reason which would preclude him/her from representing the particular division or At-Large membership which elected him/her, such person shall be deemed to have resigned from the Operating Committee. Such resignation shall take effect when the Operating Committee chairperson becomes aware of the person's change of status.

When such a vacancy occurs on the Operating Committee, the chairperson, with the advice and consent of the Operating Committee, shall fill such vacancy, and the person or persons so appointed shall serve to fulfill the unexpired term of the position. The person or persons so appointed may subsequently serve not more than two consecutive 2-year terms.

Section 8. Absence

Any member of the Operating Committee unable to attend a meeting shall, in a letter addressed to the Operating Committee chair, state the reason for his/her absence. If the person is absent from two consecutive meetings for reasons that the chair has failed to declare to be sufficient, his/her resignation shall be deemed to have been tendered and accepted.

ARTICLE X - ELECTIONS

Section 1. Leadership Committee

A Leadership Committee consisting of six ATSSA full members shall be appointed by the ATSSA Chairperson at the first board of directors meeting held after the ATSSA annual meeting. The duties of the Leadership Committee are to direct the development of the leadership of the association and to serve as the Nominating Committee for the association. The Leadership Committee shall include at least three current board members, one of whom shall be the Immediate Past Chairperson, and three full members. The Immediate Past Chairperson shall serve as chair except that in his/her absence, the Chairperson shall appoint the chair. Committee members shall serve a one-year term, with no member serving more than two consecutive terms. Terms will be staggered, so that five members shall be appointed to serve from July 1, 2001 until February 28, 2002. At the first board meeting in 2002 the Chairperson may reappoint three members and newly appoint two members, to begin the rotation process.

Section 2. Official Nominations

On or about October 1 of each year the Leadership Committee shall compile a list of "official nominations" for the following positions:

- a. Officers: Chairperson Elect (to be elected biennially)
- b. Board of Directors: the appropriate number of directors to comply with Article VII.
- c. Operating Committee: One representative from each of the organized divisions.

At least sixty (60) days prior to the annual meeting, the "official nominations" shall be sent to the appropriate member classes of the association together with a statement that nominees other than those selected by the Leadership Committee may be proposed by petition signed by at least ten (10) percent of the appropriate member classes of the association in the case of Chairperson Elect nominations or 10% of the appropriate member classes in the case of Board of Directors or Operating Committee nominations who shall have previously secured the consent of the proposed nominee(s). Said petitions must be received at the association headquarters no later than fifty (50) days prior to the annual meeting of the association.

Section 3. Election Procedure

At least forty (40) days prior to the annual meeting the "official nominations," including those submitted by members in accordance with Article X, Section 2 above, shall be sent to each Representative Member and Regular Member of the association, as appropriate, with an official ballot which must be returned at least 15 days prior to the annual meeting. Each Representative and Regular Member shall be entitled to one vote.

Fifteen days prior to the annual meeting the balloting will be closed, and ballots received after that date will not be counted.

At the annual meeting the results of the balloting will be reported by the chair of the Leadership Committee. The nominees having the largest number of legal votes for the respective offices shall be declared elected. In case of a tie vote, the Representative or Regular members, as appropriate, in good standing present at the annual meeting shall proceed to ballot; the choice to be between the persons so tied.

The results of all elections shall be reported in writing to all members as soon as practical after the annual meeting. Those elected shall take office immediately at the annual meeting.

ARTICLE XI – COMMITTEES

Section 1. Appointment of Committees

The Operating Committee, subject to the approval of the Board of Directors, shall appoint such standing and special committees and independent task forces as may be required by the bylaws or as they may find necessary. They shall annually review the membership and activities of all committees and independent task forces.

Section 2. Procedures

The formation of all committees and task forces shall be in accordance with procedures approved by the Operating Committee.

Section 3. Committee Membership

Not more than 10 percent of the voting members of any committee shall be from one member firm.

Section 4. Executive Committee

There shall be appointed annually by the Chairperson, with the approval of the Board, three voting members of the Board (two full member directors and one of the two immediate Past Chairperson Directors) who, with the Chairperson and the Chairperson Elect, shall constitute an Executive Committee. Not more than two members of the Executive Committee shall be from the same firm. They may exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to the Board of Directors at its succeeding meeting any action taken. Three members shall constitute a quorum for the transaction of business. Meetings may be called by the Chairperson or by three Executive Committee Members.

Section 5. Audit Committee

An Audit Committee shall be appointed annually by the Chairperson, with the approval of the Board, at the first board of directors meeting held after the ATSSA annual meeting. The Audit Committee is charged with ensuring the independence of the association's audit function through the selection of the auditor; receipt, review and reporting to the board of the annual audit; and monitoring of internal controls including reimbursement policies. The Audit Committee shall consist of three current or former board members, at least one of who has financial expertise, or two current or former board members and one non-board member who has financial expertise. Each member shall serve for a term of three years, such term to coincide with their term on the ATSSA Board of Directors. A member who has served a full term shall not be eligible for reappointment until one year after the expiration of the term. Terms will be staggered, so that one member each shall be appointed to

serve from November 12, 2005 until March 2007, 2008 and 2009 respectively. The chair shall be appointed by the Chairperson from among the members of the committee. The chair shall serve for a term of one year with no limit to the number of consecutive times an individual may serve as chair other than the term limits that apply to members in general. No member of the Audit Committee can be a current member of the Budget Committee.

Section 6. Budget Committee

A Budget Committee shall be appointed annually by the Chairperson, with the approval of the Board, at the first regularly scheduled board meeting following the annual meeting. The Budget Committee shall be comprised of seven members, the majority of whom shall be board members, and one of whom shall serve as chair. Members serve a one-year term and may be reappointed. A Budget Committee member may not serve more than three successive one-year terms, except that the chair may serve one additional year for transition purposes. The duties of the Budget Committee are to review, approve and submit for board approval an annual budget; review use of designated funds; monitor financial performance in relation to the budget; and develop recommended policies to guide the association's fiscal affairs.

Section 7. CEO Compensation Committee

A CEO Compensation Committee shall be appointed annually by the Chairperson, with the approval of the Board, at the first regularly scheduled board meeting following the annual meeting. The CEO Compensation Committee shall be comprised of seven members, one of whom shall serve as chair. Members are: ATSSA Chair, ATSSA Chair-elect, Chair of the Budget Committee, Chair of the Audit Committee, two past chairs (one being the immediate past chair) and one additional board member. The Duties of the CEO Compensation Committee are to establish criteria for and conduct an annual review and approve appropriate salary adjustments and establish criteria for and approve annual bonus compensation.

It shall be the duty of the CEO Compensation Committee to approve the CEO's employment agreement. The Chair of the CEO Compensation Committee may appoint a lead person or third-party firm to facilitate the negotiations directly with the CEO.

Section 8. Other Committees

The ATSSA Chairperson shall initially invite all past chairpersons (whose terms have expired since 2002) to serve as a member of the Past Chairpersons Advisory Group. Subsequently, each chairperson shall be invited to serve on this group upon expiration of his or her term of office. On a biennial basis, members of this group shall elect from among their ranks a Convener who shall serve as the discussion leader. This group may be called upon to serve in an advisory capacity by the Chairperson, Board of Directors, or the President and Chief Executive Officer.

ARTICLE XII – CHAPTERS

Section 1. Formation

Three or more individual companies within a competitive market area may submit an application for membership as a Chapter. Chapter organizations agree to abide by the Bylaws, Code of Ethics, and other rules or practices duly adopted by the association and not to engage in any conduct prejudicial to the interests of the association. Application for Chapter affiliation shall be accompanied by Chapter Bylaws; the Chapter Affiliation Agreement; Articles of Incorporation; a list of the Chapter officers and, if applicable, a list of the Chapter Board of Directors; and a list of chapter members and prospective members. Acceptance of the application shall be made by a two-thirds vote of the ATSSA Board of Directors after the Chapter applicant has submitted the above documents and has executed an association-approved indemnification agreement in favor of the association.

Section 2. Membership

Every member of a Chapter must be a national member and be current in the payment of dues. The

Chapter agrees to accept as a member of their Chapter, any ATSSA member within their Chapter boundaries. Any ATSSA member may have the opportunity to join any other chapter(s).

Section 3. Dues

ATSSA shall collect all membership dues. A portion of the dues collected from Chapter members shall be remitted back to the Chapter to compensate for administrative costs.

The Chapter may assess its members for specific projects or programs it deems necessary and may conduct other fundraising activities.

Section 4. Participation in Chapter Meetings

The ATSSA Board of Directors may establish a Policy Regarding Participation in Chapter Meetings and communicate such policy to the chapters. This policy may set forth certain guidelines regarding non-member participation in chapter meetings which shall be followed by each of the chapters.

ARTICLE XIII - VOTING FOR SPECIAL MEETINGS

Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the Representative Members, and when it deems it is inexpedient to call a special meeting for such purpose, the Directors may, unless otherwise required by the Bylaws, submit such a matter to the membership for a vote and decision. The question thus presented shall be determined according to a majority of the votes received within fifteen (15) days after such submission to the Representative Members, provided that in each case votes of at least 25% of the Representative Members shall be received.

Any and all action taken in pursuance of a majority vote in each such case shall be binding upon the association in the same manner as would be action taken at a duly called meeting.

ARTICLE XIV - FISCAL YEAR

The fiscal year of the association shall be January 1 through December 31.

ARTICLE XV - FINANCIAL AUDIT

An outside independent certified audit of the financial records of the association shall be performed on an annual basis.

ARTICLE XVI- INDEMNIFICATION

The association shall indemnify an individual made a party to a proceeding because he/she is or was a Director against liability incurred in the proceeding if his/her conduct was in good faith and otherwise met all requirements of Virginia Code, Sections 13.1-875 through 13.1-883.

ARTICLE XVII - DISSOLUTION

The association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to the members of the association. On dissolution of the association any funds remaining shall be distributed as directed by the Board of Directors.

ARTICLE XVIII - AMENDMENTS

A proposed amendment to the bylaws of this association must be submitted in writing to the Board of Directors at least fifteen (15) days prior to a regular or special meeting of the Board at which time the amendment will be voted upon. To amend the bylaws a favorable vote of two-thirds of the Board must be received.

Amendments shall become effective immediately unless another effective date is specified at the time of

passage of the amendment.

ARTICLE XIX - ADOPTION OF THE BYLAWS

These bylaws become effective when approved by a majority vote of the full members present at the annual members' meeting on March 4, 1986. Amendments have been approved by the ATSSA Board of Directors on the following dates:

<i>October 4, 1986</i>	<i>April 1, 1995</i>	<i>November 12, 2005</i>	<i>March 10, 2023</i>
<i>June 13, 1987</i>	<i>November 8, 1996</i>	<i>April 21, 2006</i>	
<i>September 5, 1987</i>	<i>December 6, 1996</i>	<i>July 12, 2008</i>	
<i>June 2, 1988</i>	<i>August 8, 1997</i>	<i>November 12, 2009</i>	
<i>October 24, 1988</i>	<i>November 14, 1997</i>	<i>November 11, 2010</i>	
<i>January 6, 1989</i>	<i>March 24, 1998</i>	<i>November 10, 2011</i>	
<i>June 23, 1989</i>	<i>November 7, 1998</i>	<i>November 9, 2012</i>	
<i>October 8, 1989</i>	<i>November 6, 1999</i>	<i>July 22, 2016</i>	
<i>March 17, 1990</i>	<i>March 25, 2000</i>	<i>November 4, 2016</i>	
<i>September 30, 1990</i>	<i>March 24, 2001</i>	<i>March 31, 2017</i>	
<i>January 19, 1991</i>	<i>July 14, 2001</i>	<i>July 27, 2018</i>	
<i>April 26, 1991</i>	<i>July 20, 2002</i>	<i>November 8, 2018</i>	
<i>September 27, 1991</i>	<i>March 7, 2003</i>	<i>July 11, 2019</i>	
<i>October 5, 1992</i>	<i>July 19, 2003</i>	<i>March 12, 2021</i>	
<i>January 18, 1993</i>	<i>March 26, 2004</i>	<i>July 23, 2021</i>	
<i>November 6, 1993</i>	<i>April 9, 2005</i>	<i>November 11, 2021</i>	
<i>April 29, 1994</i>	<i>July 15, 2005</i>	<i>November 11, 2022</i>	

ARTICLE XX - LIMITATION OF OFFICER/DIRECTOR LIABILITY

In any proceeding brought in the right of the Corporation or brought by or on behalf of members of the Corporation, the damages assessed against any officer or director arising out of a simple transaction, occurrence or course of conduct shall not exceed one dollar.