

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

SECTION I - GENERAL

1. This group of the International Municipal Signal Association members encompassing the geographical areas of Arkansas, Louisiana, Oklahoma, Texas and the country of Mexico shall be known as the **SOUTHWESTERN SECTION of the INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION**.
2. The **SOUTHWESTERN SECTION** of the **INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION** shall refer to **ROBERTS RULES of ORDER** for all meeting protocols and procedural matters.
3. The purpose of the **SOUTHWESTERN SECTION** of the **INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION** shall be:
 - a. To improve the knowledge and education of those who are involved in the art and challenges connected with the engineering, construction and maintenance of Traffic Signals, Fire and Police Alarm, Electrical and Street Lighting, Signs and Markings, Communication, Civil Defense, and other related systems used in public safety.
 - b. To promote and disseminate information and educational material to the association members, city management, contractors and the industry, for the benefit of the public.
 - c. To cooperate in the formulation of safe installation, operation and maintenance of such systems.
 - d. To promote closer technical cooperation between all members of the industry, with a view of improving the efficiency of the Signals and Communications systems; signs and roadway markings; to promote free and open consideration of all engineering matters before the members.
 - e. To cooperate with other organizations whose objectives also promote the objectives of the Southwestern Section IMSA Inc.
 - f. To promote training and educational programs which are goal orientated toward certification of technicians in the various public safety fields in which the Southwestern Section IMSA Inc. is involved.
4. Each Officer of the Southwestern Section shall be provided, if requested, a copy of the **INTERNATIONAL CONSTITUTION** and **BY-LAWS**, together with a copy of the **SOUTHWESTERN SECTION BY-LAWS** including any Resolutions, Policies, or Rules of Procedure which have not been incorporated in the **SOUTHWESTERN SECTION BY-LAWS**. If requested, each new member of the Section shall be provided with a copy of the **SOUTHWESTERN SECTION BY-LAWS** including any Resolutions, Policies, or Rules of Procedure which have not been incorporated in the **SOUTHWESTERN SECTION BY-LAWS**.

SECTION II - MEMBERSHIP

1. Membership in the SOUTHWESTERN SECTION shall be in the following classes: Active, Associate, Public Utility, Public Agency, Life and Honorary. Only Active and Public Agency members shall have the rights to vote, nominate candidates for office, and/or make motions during any meeting of the Board of Directors or at the annual membership meetings.
2. Membership qualifications shall be as shown under SECTION II of the BY-LAWS of the INTERNATIONAL MUNICIPAL SIGNAL ASSOCIATION. The qualifications are listed below for reference only.
 - a. **ACTIVE MEMBER:** Any employee or official of a governmental agency or employee of a private contractor who is actively engaged or involved in any of the public safety operations as defined in ARTICLE II of the National By-Laws, or any person who is actively engaged in any of the public safety operations, shall be eligible for Active Membership. Except as hereinafter specified, the privileges of voting and holding office are limited to Active Members.
 - 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. Associate Members shall not have the right to hold office, except as Secretary/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
 - c. **PUBLIC UTILITY MEMBERS:** Any non-governmental or investor owned corporation furnishing electric, gas, telephone, water, or other utility type service to the general public under established rate. Each Public Utility Member shall designate an individual to serve as its representative.
 - d. **PUBLIC AGENCY MEMBER:** Any local, county(parish), state, or other governmental body or agency concerned with the objectives of the Association as defined in ARTICLE II of the Constitution, 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. **LIFE MEMBERSHIP:** Life Membership may be granted by the Board to an Active Member upon their retirement from employment as defined in ARTICLE II of the Constitution. 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 that 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, and:
 - (3) An Application for the granting of the Life Membership shall be submitted to the 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, has the proper years of service and/or the years of service as an Officer of the Association or of a Section at the time of Application.
 - (4) ARTICLE II Section 2 (f) (4) of the IMSA By-Laws June 2009 states "The Section is responsible for paying the Life Membership annual dues."
- f. HONORARY MEMBERSHIP: 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 the privileges of an Associate Member. 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 Section of the Association and;
 - (2) An application for granting of an Honorary Membership shall be submitted to the IMSA by the members Section Secretary at least thirty (30) days prior to The annual meeting of the Board, and: the Section Secretary shall provide documentation that the prospective Honorary Member was approved by the Section and has met the requirements listed here in;
 - (3) Such request shall document the special, conspicuous, and unusual service to the Association performed by the candidate for Honorary Membership
 - (4) ARTICLE II Section 2 (g) (4) of the IMSA By-Laws June 2009 states "The Section is responsible for paying the Honorary Membership annual dues."
3. Application for membership in classes of Active, Associate, Public Utility and Public Agency shall be submitted, together with the first years annual dues, directly to the I.M.S.A. office.

SECTION III – SECTION OFFICERS

The officers of the Section shall consist of a President, First Vice-President, Second Vice-President, Secretary/Treasurer, Delegate, Alternate Delegate, Certification Director, Vendor Representative, Arkansas State Director, Louisiana State Director, Oklahoma State Director, and Texas State Director. The Active or Public Agency Section Officers shall be known as the Southwestern Section Executive Committee. Officers of the Section must be in good standing of the Section and IMSA International. Officers are elected by a majority of the Section Voting

Members, voting where a quorum is present. A quorum shall consist of 50 Active Members of the Southwestern Section. If a quorum is not present, the election process outlined in the Southwestern Section Election Policy and Procedure shall be followed reverting the authority/responsibility to the existing sitting Executive Committee. The election of the President, 1st Vice President, 2nd Vice President, Secretary/Treasurer, Certification Director, and Section Delegate shall occur in even numbered years. The Section Alternate Delegate, Vendor Representative and all four (4) State Directors shall occur in odd numbered years. Officer terms shall be for 2 years. Officers do not receive compensation for their services but may be reimbursed for expenses.

The position of 3rd Vice-President shall remain an active Executive Board position until the current 3rd VP, Mika Clark, vacates the position or until elections are held in June 2020. After June 2020, the position of 3rd Vice-President shall be removed from the Executive Committee per these revised by-laws.

The position of Immediate Past President shall remain an active Executive Board position until the current Immediate Past President, Luigi Doronzo, vacates the position or until elections are held in 2019. After the elections of 2019, the position of Immediate Past President shall be removed from the Executive Committee per these revised by-laws.

The office of Certification Director will not become effective until elections are held in 2020.

The office of Vendor Representative will not become effective until elections are held in 2019.

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

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

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

1. President

- a The President shall be an Active or Public Agency member.
- b The President shall preside at meetings of the Section and at the Annual Meeting of the Members.
- c He shall, during office, be a member of all Committees and be accountable to the Section for the proper conduct of the affairs of the Section, in accordance with the BY-LAWS.
- d The President shall be the Chief Executive Officer of the Section.
- e The President shall also be the Chairman of the Awards Committee.

2. 1st and 2nd Vice-Presidents

- a All Vice-Presidents shall be an Active or Public Agency member.
- b In the absence of the President, the senior most VP shall preside over meetings of the section and at the Annual Meeting of the Members.
- c The 2nd VP shall be assigned to Chair the Audit Committee, Equipment & Maintenance Committee, and any other Committee the President appoints them to.
- d The 1st VP shall be assigned to Co-Chair the Conference Committee.
- e The 1st VP shall be assigned to Chair the Membership Committee and any other Committee the President appoints them to.

3. Secretary / Treasurer

- a The Secretary / Treasurer shall be an Active or Public Agency member.
- b The Secretary / Treasurer shall chair the Conference Committee, shall be on all standing committees of the section, and shall chair the committees that do not have a chair assigned by these by-laws.
- c A copy of the minutes from the Annual Members Meeting shall be forwarded, by the Secretary/Treasurer to the IMSA Executive Director for possible publication no later than 90 days after the meeting.
- d The Secretary / Treasurer shall take the minutes of the Executive Committee.
- e The Secretary / Treasurer shall conduct the correspondence, receive all funds, pay all bills approved by the Executive Committee, and keep all records of the business and finances, submitting a report at each regular meeting and file annual reports to the IRS.
- f The Secretary / Treasurer may select the option of using a professional Tax Preparer to file reports to the IRS.

4. Certification Director

- a The Certification Director shall be an Active or Public Agency member.
- b Shall be the Chair of the Certification Committee
- c Shall be approved as a Moderator by IMSA.
- d Should be certified Level II or III in one or more certifications to allow them the experience needed to fulfill the requirements of this position.
- e Shall work with the Secretary/Treasurer for all required course approvals, all required payments, and any other tasks required for the Sections Certification Program.

- f Shall be over Moderators and Exam Proctors and shall ensure both are up to Section standards by completing periodic Performance Reviews of each.

5. Delegate

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

6. Alternate Delegate

- a. The Alternate Delegate shall be an Active or Public Agency member.
- b. The Voting Members of the Section shall elect an alternate delegate to the Council of Delegates for a two (2) year term as specified in the International By-Laws. The Alternate Delegate shall assume the Delegates role in their absence.

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

- a. The State Director shall be a member of the IMSA. The State Director shall be a representative (liaison) of the Sections Executive Committee, for the state from which he/she is elected.
- b. Only Active or Public Agency Members that serve as a State Director will have nomination and voting privileges.
- c. ***Associate Member of IMSA shall be eligible to serve on the Section Executive committee as the State Director; however, an Associate Member serving in this capacity SHALL NOT have a vote on the Executive Committee.***
- d. The Director shall be elected to 2 year terms during odd numbered years.
- e. The primary duty of the State Director will be communication between himself/herself, the membership, and the Section Secretary-Treasurer, or certification chairman, the matters involving educational or certification programs available to the membership.
- f. The State Director shall reside within the state in which they represent.
- g. The President may at his discretion waive the residency requirements for a State Director, if no one from that state wishes to be the State Director.
- h. He/she shall be a member of the Certification Committee, and shall serve on the site selection committee for schools held within his/her state.
- i. He/she shall serve on the committee that plans and holds an education/certification school in his/her state and may represent the I.M.S.A. in some manner at state or national/international meetings of professional organizations of City managers, Mayors, Safety Officers, Purchasing Agents, Contractors, Transportation Engineers, or other organization deemed beneficial to the section by the State Director

8. Vendor Representative

- a. The Vendor Representative can be of any class of membership of IMSA.
- b. Only Active or Public Agency Members that serve as the Vendor Representative shall have nomination and voting privileges. All other membership classes shall have no nomination or voting privileges.

- c. The Vendor Representative shall be a representative (liaison) of the Associate Members of the Section.
- d. The Vendor Representative shall be elected bi-annually.
- e. The Vendor Representative shall be the Point of Contact for Vendors at all Conference events.
- f. The primary duties of the Vendor Representative shall be communication between himself/herself, the vendors, contractors, and commercial members of the Section, to communicate concerns to and from the Section between the Section and the Associate or commercial members, and to coordinate conference commercial exhibits, encourage vendor participation and registration in Section exhibits and conferences, coordinate special events such as commercially sponsored tournaments, etc.

SECTION IV – ADMINISTRATIVE ASSISTANT

1. The Southwestern Section shall have on payroll an Administrative Assistant, who is supervised by the President of the Section. Except in the event of a situation where the President is in an immediate family relationship with the administrative assistant. In this situation, the most senior vice president shall be the designated supervisor of the Administrative Assistant.
2. A performance review shall be accomplished annually at the Fall Conference in November by the President and the senior most Vice-President available at the conference.
3. In order to keep the position attractive as a job it should have this benefit of a guaranteed flat rate type payment for a guaranteed 20 hours per week for 52 weeks per year, at rate of pay approved by the President and pay any hours worked over 40 hours per week at time and a half.
4. Employee will receive all federally approved holidays off with pay. Employee will also receive up to 10 paid days a year vacation.
5. In the event of a vacancy for the position of the Administrative Assistant, the Secretary/Treasurer will post a job announcement and shall receive applications and resumes for a minimum of 30 days. The President, 1st VP, and Secretary/Treasurer will interview the top candidates and fill the vacancy with the most qualified candidate as agreed upon by all three interviewers.

SECTION V – COMMITTEES

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

The Committees shall be as follows:

- a. Auditing Committee
- b. Awards Committee
- c. Certification Committee
- d. Conference Committee
- e. Constitution, By-Laws & Resolutions Committee
- f. Executive Committee
- g. Membership Committee
- h. Equipment and Maintenance Committee

- i. Nominating & Past Presidents Committee
2. The President shall have the right to appoint Special Committees, provided that the scope of the Special Committees work does not duplicate the work of the Standing Committees.

SECTION VI - COMMITTEE DUTIES

a. AUDITING COMMITTEE

1. The Auditing Committee shall be chaired by the 2nd VP and consist of at least two (2) Active or Public Agency members, appointed each year by the President.
2. The Committee shall be responsible for auditing the Section books kept by the Secretary/Treasurer.
3. The Committee shall ascertain, through conference with the Secretary/Treasurer that the expenditures of funds are strictly within the scope of the Section By-Laws.
4. The Committee, as it deems advisable, may make recommendations for increasing income and/or reducing expenditures of the Section.
5. The Committee shall make its audit during the Fiscal Tax Year and shall report its findings and recommendations at the Opening Session of the Annual Members Meeting.

b. AWARDS COMMITTEE

1. The Awards Committee, chaired by the Section President, in cooperation with the Administrative Assistant, shall assist with the selection of recipients of the awards customarily given by the Section or especially authorized by the President.
 - a. The Presidential Award
 - b. The Outstanding Member
 - c. The Professional Excellence
 - d. The Volunteer Award
 - e. The Special Volunteer Award
 - f. Vendor Appreciation Award
 - g. Pioneer Award
 - h. Past President Award
 - i. 5-year Moderator Award
 - j. Other special awards approved by the Section President.
2. The Committee shall assist the Administrative Assistant in procuring suitable awards for presentation at the Annual Members Meeting and shall make such award presentation when requested by the President.

c. CERTIFICATION COMMITTEE

1. The Certification Director shall be the Chairman of this Committee. The Secretary/Treasurer shall be the Co-Chair of this Committee. The Chairman of this Committee shall appoint one or more members, who have been approved by the Association to administer certification programs, to serve on this Committee. As per Charter Agreement the Chairman of this Committee will provide the IMSA International Office with a list of all educational opportunities for posting on the website and publication in the IMSA Journal

2. The Chairman of this Committee shall, at a minimum, be Certified Level II in one or more of the major disciplines.
3. The Sections Administrative Assistant, at the direction of the Chairman, shall be responsible for the upkeep of all certification records, shall conduct the correspondence, receive all funds, pay all bills, take minutes of Committee meetings and make a report at each regular meeting.
4. The Committee shall be responsible for deciding policy and procedures to be followed by the Committee, and shall serve as the governing body in all questions relating to certification matters of the Section.
5. The Committee shall be responsible for developing curriculum, setting requirements and fees, providing course materials and testing in all areas of the certification program. This includes the evaluation and selection of moderators for certification programs in the Section.
6. The Certification Director and Administrative Assistant (at the approval of the Certification Director) shall respond to requests for satellite courses and shall accommodate, when possible, these requests. The Certification Director and Administrative Assistant shall develop all schedules, registration forms, obtain approvals, order equipment and material, coordinate travel, etc. as needed to provide this service. A Board vote is NOT required for each Satellite course, but the President shall be kept informed of all courses. The Certification Director shall be authorized to perform these functions, however all Section and International policies shall be followed.

d. CONFERENCE COMMITTEE

1. The conference committee shall be co-chaired by the sections Secretary/Treasurer and 1st Vice-President.
2. The conference committee, when a new location must be selected, will be responsible for narrowing down a range of sites from a list of proposals. Once the committee has selected 2 or three highly suitable sites, the committee shall request site visits, and will visit the locations in order to make a determination of which site to bring forward to the executive committee for recommendation.
3. The conference committee will coordinate with the vendor representative regarding vendor setup and advertising to the vendors.
4. The committee, in conjunction with the Vendor Representative, will recommend/determine auxiliary events to be held at the conference, such as a vendor exhibit evening session, networking sessions, golf outings, banquets, or other non-class nor technical session type functions. These events will all be coordinated with and through the section point of contact with the selected site conference manager so that all desired items can be accounted for and provided.
5. It is recommend the sections point of contact with the site conference manager should be active Board Member, in conjunction with Administrative Assistant.

e. CONSTITUTION, BY-LAWS & RESOLUTIONS COMMITTEE

1. The President shall be the Chairman of this Committee.
2. The Committee shall receive all proposals for amendments to the Constitution, Association By-Laws and Section By-Laws and all proposals for any Resolutions. The Committee shall study such proposals with regard to intent, legality,

phraseology, and form, and make recommendations regarding actions to be taken by the Section.

3. Resolutions may be submitted by any Active Member of the Section.
4. Proposed amendments and resolutions, approved by this Committee, relating to Section policy, rules of procedure, control or continuation of any general action, shall be submitted to the Membership for approval.
5. The Committee shall prepare and present to the Membership such amendments to the By-Laws as it deems proper and necessary.

f. EXECUTIVE COMMITTEE

1. The Active or Public Agency Section Officers shall be known as the Southwestern Section Executive Committee.
2. The President shall serve as the Chairman of this Committee.
3. The Executive Committee shall establish policy on matters not covered by the By-Laws.
4. The Chairman shall submit a report at the Annual Conference. The report shall cover the activity and the actions taken by the Committee and such other pertinent data as necessary.

g. MEMBERSHIP COMMITTEE

1. The 1st Vice President shall serve as Chairman of this Committee.
2. This Committee shall be responsible to develop and implement member recruitment and retention efforts.

h. NOMINATING & PAST PRESIDENTS COMMITTEE

1. This Committee shall consist of all Past Presidents present, with the Immediate Past President serving as Chairman of the Committee.
2. The Committee shall screen all candidates for Office to determine their eligibility for holding Section Office, and shall prepare a slate of Officers to be presented at the Annual Members Meeting.
3. The Committee may bring to the Board's attention such matters, which, in the Committee's opinion, will be helpful in furthering the aims and goals of the Section.

I. EQUIPMENT & MAINTENANCE COMMITTEE

1. The Equipment and Maintenance Committee shall be chaired by the 2ND Vice President.
2. Oversees the upkeep, maintenance, and repair of the Southwestern Section certification trailer.
3. Regularly inspects the Section's computers, audio/video equipment, and all other equipment stored within the Section's certification trailer to assess the maintenance and repair requirements and reports all findings to the President.
4. Recommends to the President the prioritizing of maintenance and repair of all Section owned equipment housed within the Section's certification trailer.

5. Solicit quotations for repair or replacement of all Section owned equipment housed within the Section's certification trailer.
6. Prepare reports for the President and Executive Committee about the repair and maintenance of all equipment owned by the Southwestern Section of IMSA.

SECTION VII - ANNUAL CONFERENCE

1. The site location for future conferences should be selected two or more years in advance.
2. Any Member may submit an invitation to the Conference Committee to hold the Annual Conference in their city. Such invitation should be in writing and shall be presented at the Business Meeting of the Southwestern Section Annual Conference.
3. If possible, the invitation shall provide information regarding hotels, number and cost of guest rooms, size, number and cost of meeting rooms and exhibit space, meal costs and such other information as may be pertinent.
4. The Conference Committee recommendations on future sites shall be presented to the Membership at the Closing Business Meeting.

SECTION VIII – ELECTION POLICIES AND PROCEDURES

1. Except as hereinafter specified, the privilege of voting and of holding office is limited to the Active and Public Agency Members of the Southwestern Section. All other classes of membership shall have NO rights to the election of Southwestern Section officers or any business by the Southwest Section which calls for the votes of the members. At the Annual meeting of the members, during the election of Officers, if there is more than one nominee for a position on the Board of Directors the "Ballot Procedure" below shall be followed for the election of that position. During the 30 day nomination period, only Active and Public Agency Members may nominate members to be placed on the ballot. No other member classification shall be allowed to nominate or vote. Request for nominations will be placed on the section website and emailed to the section members 30 days prior to the deadline established by the current Section President.
2. A quorum must be present for a ballot vote to take place. A quorum shall consist of 50 active or public agency members. If a quorum is not present the President shall declare that there is not a quorum present and that the ballot vote for the position shall be voted on by the current seated Executive Committee.
3. All members wanting to be considered for a Board Member position shall submit a letter of intent to the Nominating Committee within the 30 day nomination period, which will consist of all Past-Presidents present and will be chaired by the most recent Past-President. The current Section President shall post the announcement and deadline on the Section's website. Attached to the Letter of Intent shall be a Letter of Support from the member's employer stating that the employee has the employer's full support and that the employer will make all accommodations for the employee to attend all required functions. Also attached to the Letter of Intent shall be a resume detailing their work and positions held within the disciplines of IMSA. Nominations will **NOT** be accepted from the floor of the election, ALL candidates shall be vetted by the Nomination Committee. With the exception of incumbents and retirees, ALL other potential Nominees SHALL have to produce the required documents, even if they have held a position on the Executive Committee in the past.

4. At the nominating meeting at the Past-Presidents meeting, each candidate's package shall be reviewed by each Past-President and each shall ensure all required documentation is present. At the end of the review period, the Past-Presidents shall have any discussion required about the applicants. After the discussion is complete the Past-Presidents will vote to place each qualified applicant on the nomination list and ballot for each position requiring a vote of the members. The completed list, which becomes the Past-Presidents nomination list and will be read aloud at the Annual meeting of the members by the Immediate Past-President at the start of the election.
5. Protests to the outcome of the voting procedure shall be made before the Section President has closed the election. The Executive Board shall decide all protests to the elections prior to the Section President closing the elections.
6. The president will then conduct the election during the Annual Meeting of the Members.

SECTION X – VACANCIES IN OFFICE

1. If a vacancy occurs in the office of President or First Vice-President, the next officer in line will immediately assume the office made vacant.
2. If a vacancy occurs in the office of Second Vice-President or Secretary-Treasurer, the President of this Section shall appoint a person to perform the duties of the office until a successor can be elected by a majority vote of the Executive Committee.
3. If a vacancy occurs in the office of Delegate, the Alternate Delegate shall assume the office and serve for the remaining term of the Delegate.
4. If a vacancy occurs in the office of Alternate Delegate, the President shall appoint a person to serve as Alternate Delegate to finish the remaining term of this office.
5. If a vacancy occurs in the office of State Director, the President shall appoint a person to serve as State Director to finish the remaining term of this office.
6. If a vacancy occurs in the office of Vendor Representative, the President shall appoint a person to serve as Vendor Representative to finish the remaining term of this office.
7. If a vacancy occurs in the office of Certification Director, the President shall appoint a person to serve as Certification Director to finish the remaining term of this office.

SECTION XI – REMOVAL OF ELECTED OFFICIALS FROM OFFICE

1. The President may call for a vote of the Section Executive Committee to remove any elected officer from office, should it be deemed necessary for the good of the Section and or the Association. A quorum shall consist of the presence of ALL Section Officers eligible to vote on the Executive Committee. An eligible officer unable to be physically present at the removal meeting may vote via proxy, telephone call, fax, or letter.
2. Any Section officer convicted of a felony, while in office, shall be ineligible to continue serving in office, and shall be immediately removed from office.
3. If the President calls for a vote of the Section Executive Committee to remove any elected officer from office, the officer experiencing the removal vote shall be ineligible to vote during the removal vote. During the removal process the president shall state that he or she will accept a motion to remove (and state the individual's name) from the office of (and state the executive position held). The motion must be made and seconded. After the required discussion, the President will poll each officer present, asking the officers to each state their name and how they vote. Finally the President will state his or her name, and how he votes.

4. The proceedings of the vote shall be public, and reflected in the minutes of the meeting. No secret ballots are permitted. Each officer voting in the removal process shall state his or her name and shall state, "Yea," or "Nay."
5. In order for the Section to pass a resolution to require an officer to step down, or vacate his or her office, the vote shall be unanimous. A nay vote shall conclude the process, and business will continue as usual. A unanimous vote of "yea," shall be grounds for the Section to remove the person from office. The meeting minutes shall reflect that the person is removed from office, effective immediately. The President, or acting President shall follow the procedures in SECTION X, "Vacancies in Office," in order to fill the vacant position.
6. The President may only call for a removal vote once per executive office, per year.
7. Any officer removed from office by a removal vote shall be rendered ineligible to serve on the Southwestern Section IMSA Inc. Executive Committee for a period of five years.

SECTION XII – MEETINGS

1. Annual Meeting
 - a. The Annual Meeting of the Section shall be held before the I.M.S.A. National Conference each year. The exact date and place to be fixed by the Executive Committee as far in advance as practical.
2. Notice of Meetings
 - a. Notices of at least one month in advance of all meetings shall be emailed by the Secretary-Treasurer to all members. Notice of meetings shall also be placed on the Sections website.
3. Special Meetings
 - a. Special Meetings of the Section may be held at any time on dates to be fixed in the required manner.
4. Time and Place of Meetings
 - a. The Executive Committee shall arrange the place and time of the next section meeting.
5. Quorum
 - a. A quorum for the transaction of Section business at a special or regular meeting, duly called, shall consist of seven (7) Section Officers eligible to vote on the Executive Committee.
6. Recording of Meetings
 - a. The proceedings of each meeting shall be recorded by the Secretary-Treasurer in the manner prescribed by the Executive Committee. The Secretary-Treasurer shall forward to the International office such information as may seem desirable for publication or need to know basis.

SECTION XIII – MEETING PROCEDURES

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

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

SECTION XIV – INTERNATIONAL ASSOCIATION CONSTITUTION

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

SECTION XV – ASSETS AND FINANCES OF THE SOUTHWESTERN SECTION IMSA INC

Upon dissolution of the Southwestern Section IMSA, Inc., all assets of the Southwestern Section IMSA Inc. will be transferred to a similar organization which provides or will provide education and training in the traffic and transportation industry (in the interest of improving public safety and the quality of the industry), or said assets will be transferred to another Section of IMSA.

The Section Secretary-Treasurer, Delegate, and Alternate Delegate shall be listed in the Articles of Incorporation as corporation officers. However, all members of the Southwestern Section IMSA Executive Committee are and shall be corporate officers so long as they remain in office as an elected or appointed Section officer. Voting privileges are limited to Section officers who are active members of the IMSA.

SECTION XVI - AMENDMENTS AND ADDITIONS TO BY-LAWS

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

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

Revision date: February 2019

Revision approval date: