

BYLAWS OF THE NEW ENGLAND PARKING COUNCIL

ARTICLE I-NAME

The name of the organization shall be the NEW ENGLAND PARKING COUNCIL.

ARTICLE II- PURPOSE

The organization shall be a professional association consisting of members who are parking administrators, practitioners, equipment manufacturers, suppliers, service providers, owners, operators, and consultants for the parking and transportation industry in the New England region. The purpose of the council shall be to provide for the acquisition and sharing of knowledge, personal development, a mutual support network, and the creation of an environment for personal interaction.

The Organization may form strategic alliances with other parking and transportation professional organizations in mutual intent to further the profession for membership.

ARTICLE IIA – MISSION STATEMENT

It shall be the mission of the New England Parking Council to advance the integration of parking and transportation services to improve mobility, parking access and economic development in the New England marketplace, through the mutual association of those professional networks and organizations. The New England Parking Council is dedicated to the improvement of the industry to enrich the members of the council in the advancement and promotion of parking and transportation.

ARTICLE III- MEMBERSHIP

Section 1. Classes

There shall be two (2) classes of Membership: Individual and Group (Corporate) Member. In order to be a member in good standing all dues and fees must be paid in full. In addition to the other requirements as set forth in these Bylaws, the purpose of a member must not be in conflict with the Objectives of the Organization.

Section 2. Voting Rights.

All members in good standing shall have the right to vote on any matter submitted to a vote of the members.

Section 3. Motions.

All members in good standing shall have the right to move a proposal at the annual or special meetings of the Organization.

Any Member in good standing may participate in discussion at annual or special meetings of the Organization.

Section 4. Dues.

The Board of Directors shall establish annual dues.

Dues of all members shall become due annually on the first day of January. Dues are not refundable other than for inadvertent duplication of unauthorized admission.

Termination for nonpayment of dues and reinstatement where payment of the current year's dues is made shall be in accordance with Section 6 of this Article.

Section 5. Admission.

Application for membership shall be submitted to the Secretary. Admission shall be subject to approval of the Board Directors.

The Board of Directors shall report to the annual meeting on those applications accepted for membership.

Section 6. Termination.

Membership may be terminated by the member upon written resignation to the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges therefore accrued and unpaid.

The Board of Directors may, by vote of two-thirds of all members of the Board, suspend or expel a member for cause after an appropriate meeting of the Board of Directors, duly noted in writing to the membership a minimum of thirty (30) days prior to the meeting. Cause may include, but not be limited to, circumstances where a member is found to have acted in a manner as to be contrary to the objectives of successful operation of the Organization. Suspension shall be for such period of time as the Board of Directors deems appropriate.

The Board of Directors may, by vote of two-thirds of all members of the Board, reinstate a former member to membership upon such terms as the Board of Directors deems appropriate.

Section 7. Transfer of Membership

Membership in this Organization is not transferable or assignable, unless approved by the Board of Directors.

ARTICLE IV- BOARD OF DIRECTORS

Section 1. General Powers.

The Board of Directors shall manage the affairs of the Organization.

Section 2. Composition.

A. Number

The number of Directors shall be no more than fifteen (15) NEPC members in good standing.

B. Qualifications

Except as provided in this Article, any member may be elected to the Board of Directors.

No more than two members representing each organization shall serve concurrently as a member of the Board of Directors.

In the event of questions concerning compliance with this section, the Board of Directors shall serve as the final arbiter.

Section 3. Term Offices.

Except as hereinafter provided, the Directors shall be elected for a term of three (3) years. The elections shall be conducted in such a manner that the terms of at least four and a maximum of

eight Directors expire each year. Each Director may be elected for only one (1) year if required to fill an unexpired term or to otherwise ensure the terms of five (5) elected Directors each year alternate.

When required, the terms of the Directors may require adjustment to ensure the staggering of elections and minimize significant turnover in the Directors. These adjustments shall be made by the Board of Directors when necessary and may include provisions for some directors to have one year terms and others to have three year terms when so decided by the Board of Directors to ensure minimal turnover in the Board.

For the purpose of this section, a year shall comprise the period from the end of one annual meeting to the end of the next annual meeting.

Section 4. Election of Delegate Members

A. Nominations

The Secretary shall notify the Chairman of the Nominating Committee at least ninety (90) days before the annual meeting of the number of vacancies to be filled and terms of office thereof. In addition, the Secretary shall provide the Nominating Committee with a list of all Delegate Members in good standing.

The Nominating Committee shall prepare a list of nominees and shall secure the consent of each nominee. In preparation of the list of nominees, the Nominating Committee shall take into consideration, and attempt to reflect in its selection of nominee's complete representation of the makeup of NEPC membership. The Nominating Committee shall consult with the Board of Directors regarding potential nominees and the Committee's final report shall be subject to approval of the Board of Directors.

B. Ballots

No later than twenty (20) days before the annual meeting, the Secretary shall forward to all Members in good standing a ballot listing the nominees proposed by the Nominating Committee.

C. Return of Ballots

Ballots shall be returned to the Secretary by first class mail or email at least ten (10) days before the annual meeting or in person prior to the election at the annual meeting.

D. Required Votes

Those candidates receiving the highest number of votes sufficient to fill the number of vacancies declared under section 4 (A) of this Article shall be declared elected.

In the event of a tie vote for final vacancy, the outgoing Board of Directors shall decide by a majority vote between the tied candidates, and declare the candidates elected. Such decision shall be made at the meeting of the Board of Directors following annual meeting.

E. Additional Items on the Ballot

The Board of Directors may instruct the Secretary to include a ballot on such issue or issues, which the Board deems advisable.

Section 5. Meetings

There shall be at least one meeting of the Board of Directors to be held in conjunction with the annual meeting. No other notice other than these Bylaws is Required.

The Board of Directors shall meet bimonthly to review the actions of the Board, plan meetings, forums and administer the Organization. The bimonthly meetings shall include reports from each officer and adoption of actionable items necessary to administer the Organization.

The Executive Committee shall meet on alternate months of the bimonthly board meetings.

Section 6. Special Meetings

Special meetings may be called by a majority of the board or by the President.

Section 7. Notice

Notice of special meetings of the Board of Directors shall be given at least ten (10) days previously at his or her contact information as shown by the records of the Organization.

Section 8. Manner of Acting

Each Director shall have one vote. Except where otherwise provided, the act of the majority of the directors shall be the act of the Board of Directors;

Section 9. Quorum

One more than half of the Directors shall constitute a quorum.

Section 10. Vacancies

When a vacancy on the Board of Directors occurs, a member may fill it for the balance of the unexpired term as elected by the Board.

Article V- OFFICERS

Section 1. General

The officers of the Organization shall be President, Vice-President, Secretary, and Treasurer. Such other officers and assistant officers as may be deemed necessary may be appointed by the Board of Directors.

Section 2. Election and Term of Office

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

Officers shall serve a minimum of two years, until the second meeting of the Board of Directors following the second annual election after their election as an Officer.

Section 3. Removal

Any Officer or agent may be removed by the Board of Directors whenever in its judgment the best interest of the Organization will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. President

The President shall be the principal executive officer of the Organization. Subject to the direction and control of the Board of Directors, the President shall: (a) be in charge of the business and affairs of the Organization; (b) see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and (c) in the general, discharge all duties incident to the office of the President and such other duties as may be prescribed by the Bylaws and Board of Directors. In the absence of the President at any meetings of the Board of Directors, the Vice-President shall preside. In the absence of the President and the Vice-President, a member of the Board of Directors chosen by the Board of Directors by majority vote shall preside. Except in those instances which the authority to execute is expressly delegated to another officer or agent of the Organization or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, the President may execute for the Organization any contracts or other instruments which the Board of Directors has authorized to be executed.

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

Section 5. The Vice President

The Vice-President shall assist the President in the discharge of the duties of the office as the Vice-President may direct and shall perform such other duties as may be assigned by the President, the board of Directors, or by these Bylaws. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice-President shall chair the audit committee.

Section 6. Secretary

The Secretary shall record the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose. The Secretary Shall: (a) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (b) be custodian of the organization's records and of the seal of the Corporation; (c) keep a register of the contact information of each member which shall be furnished to the Secretary by such member. (d) be responsible for the correspondence of the Organization; (e) keep records of the Articles, Bylaws, and amendments thereto; (f) and perform all duties as from time to time may be assigned by the President, the Board of Directors, or these Bylaws.

The Secretary shall have the authority to delegate the performance of the duties of that officer, agent, or committee of the Corporation as is appropriate. Such delegation shall not operate to relive the Secretary of any responsibility imposed upon that office by law or these Bylaws.

Section 7. Treasurer

The Treasurer shall be the principle accounting and financial officer of the Organization. The Treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books of accounts for the Organization; (b) have charge and custody of all funds and securities of the Organization, and be responsible therefore, and for the receipt and disbursement thereof; (c) and perform all the duties as from time to time may be assigned by the President or by the Board of

Directors including, but not limited to preparation of financial statements as required by the Board, and preparation of a statement of dues to each member prior to their becoming due and payable.

The Treasurer shall issue monthly reports for the board meetings summarizing the financial status of the organization including a summary of the checkbook ledger and actual bank statements showing the checking account activity as of the board meeting. The Board shall review and approve the monthly reports.

The Treasurer shall summarize the financials and compare to the year prior for the same period.

Within one month of the annual meeting, the Treasurer shall submit the budget for the forthcoming year including expected income and expenses for the year using previous year financials such as membership and annual meeting.

The Treasurer shall be charged with obtaining an audit of the financials every two (2) years to ensure compliance with all applicable tax laws. The audit shall be completed one month prior to the annual meeting for review and approval the Board.

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

ARTICLE VI-COMMITTEES/ADMINISTRATOR

Section 1. General

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

Section 2. Executive Committee

The Executive Committee shall be comprised of the President, Vice President, Secretary and Treasurer. The Executive Committee shall have and exercise the authority on the Board of Directors in the management of the Organization and all action taken by the Executive Committee shall be reported to the full Board of Directors as soon as practicable. No such action shall be taken contrary to the Articles or Bylaws.

Section 3. Nominating Committee

The Chairman of the Nominating Committee shall, when possible, be the immediate Past President or shall be selected by the Executive Committee. The Nominating Committee shall make nominations for the Board of Directors in accordance with Article IV, Section 4.

Section 4. Committees

Standing committees, other than those presently established, may be established by the Board of Directors, as needed and or recommended by a Board Member in good standing.

Section 5. Administrator

The Board of Directors may choose to retain a professional administrator to oversee the basic operations of the Organization especially in planning all meetings of the membership. The Administrator shall be a paid position, with fees agreed upon by the Board of Directors for an annual term at the annual meeting. The Administrator shall serve at the behest of the Board of Directors under a contractual agreement approved by the Board. The Administrator shall be a duly qualified professional with a minimum of ten (10) years of experience in the administration of professional organizations.

ARTICLE VIII-AMENDMENTS

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

ARTICLE IX-FISCAL YEAR

The Fiscal year of the organization shall be from the first day of January to the 31st day of December.

The Vice President shall chair an audit committee to review all financial records and accounts of the Organization and prepare an annual financial report. The audit committee shall be composed of no less than two board members in addition to the chair of the committee and be completed within sixty (60) days after the end of the fiscal year.

The report shall be summarized and read at the next annual meeting.

ARTICLE X-WAIVER OF NOTICE

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

Revisions to the bylaws adopted by the Executive Board of the New England Parking Council, August 5, 2016, and executed the President, Vice President, Secretary, and Treasurer.

Signatures thereof on file.