

CONSTITUTION AND BYLAWS OF THE TEXAS PARKING ASSOCIATION

CONSTITUTION

Article I - Name

The name of the Association shall be the Texas Parking Association.

Article II - Address

The headquarters address of the Association shall be:

Texas Parking Association
P. O. Box 14015
College Station, Texas 77841-4015

or as the Board of Directors shall designate.

Article III - Objectives

- A. ***To maintain*** a statewide Association of individuals involved with parking related business in municipalities and other government bodies whether local, state or national, parking authorities, transportation authorities, boards, bureaus, commissions or departments, also including universities, colleges, airports, hospitals, stadiums and auditoriums.
- B. ***To promote*** the mutual interests of the memberships in the provision and operation of adequate, safe, efficient, convenient and economical public parking as a proper and necessary function for the economic and social well being of the members.
- C. ***To act*** for and regularly coordinate with all members as an information source on issues of interest to the Association.
- D. ***To assist*** and aid Association members in dealing with parking problems and in fostering a current understanding of parking principles, practices and interaction with transportation objectives.

Article IV - Membership

Section 1 – *Definition of Membership*

There shall be four categories of membership in the Association: Regular, Affiliate, Associate, and Delegate. To be eligible for any category, the purpose of an applicant or member must not be in conflict with the Article III Objectives set forth in this Constitution. The categories of membership are described as follows:

- A. Regular Member
Voting privileges
\$125.00 membership fee

Regular Members shall be representatives of municipalities or other government bodies or parking authorities, transportation authorities, boards, bureaus, commissions or departments, also including universities, colleges, airports, hospitals, stadiums and auditoriums, or other institutions having similar responsibility for the establishment, operation, maintenance, control or direction of public parking.

- B. Affiliate Member
Voting privileges
\$150.00 membership fee

Affiliate Members shall be representatives of corporations, ~~or~~ consultants, private developers or individuals engaged in supplying goods or services to the parking industry or interested in or involved with the operation and development of institutional or municipal parking, whether for profit or otherwise and who support the objectives of the Texas Parking Association.

- C. Associate Member
No voting privileges
\$75.00 membership fee

Associate Members shall be representatives of the Regular and Affiliate Member's or any other individual, corporation or Association that the Board may elect.

- D. Delegate Member
Voting privileges
No membership fee

A Delegate Member is a representative named by Regular or Affiliate Member who is authorized to vote for the Regular or Affiliate Member. When a Regular or Affiliate Member has failed to name a Delegate Member, the President may advise the Secretary of the Delegate Member until the Regular or Affiliate Member names a replacement.

Section 2 – *Rights and Privileges*

- A. Voting Rights
Only Regular and Affiliate Members shall have the right to vote on any matter submitted to the members. A Regular or Affiliate Member shall have one vote, which can be exercised on the behalf of the Regular or Affiliate Member by a named Delegate Member.

- B. Motions
Only Regular and Affiliate Members shall have the right to move a proposal at the regular or special meetings of the Association, which can be exercised on behalf of the Regular or Affiliate Member by a named Delegate Member.
- C. Board of Directors – Only Regular and Affiliate members may be voted to the Board of Directors. The Board of Directors from among the Board of Directors elects officers.
- D. Committees – Except as otherwise provided in the Constitution and Bylaws, members from any category of membership may be appointed to a committee.
- E. Other privileges – Any member may participate in discussions, unless ruled against for a particular item of business under consideration.

Section 3 – Admission

Application for membership shall be submitted to the Membership Committee Chairperson.

Section 4 – Termination

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

Section 5 – Expulsion

Membership shall terminate for non-payment of dues upon action of the Board of Directors. Such action shall be considered if member's dues or special assessments become ninety days in arrears. Any member who has become delinquent may be reinstated by full payment of the current year's dues, with the approval of the Board of Directors. The Membership Committee Chairperson shall be responsible for keeping the President and Board of Directors informed as to those members delinquent and those eligible for reinstatement.

Where a member is found to have acted in such a manner as to be prejudicial to the objectives of or to the successful operation of the Association, or in any way discredits the Texas Parking Association, the Board of Directors may suspend the member.

Section 6 – Dues

The Board of Directors shall establish annual dues.

Dues of all members shall be due and payable on January 1st of each year and shall become delinquent on the last day of March of the same year. Dues are not refundable other than for inadvertent duplication or unauthorized admission.

AThe Treasurer shall be responsible for keeping the Board of Directors informed as to those members delinquent and those eligible for reinstatement.

Article V - Meetings

The business meetings of the Texas Parking Association shall be held once per year unless otherwise determined by the voting membership. The annual business meeting shall be conducted in a manner provided by the Constitution and Bylaws. The Board of Directors may call a special meeting if conditions justify such action.

The Board of Directors shall determine the time and location of the annual Conference and Trade Show. The membership shall be advised, either in assembly at a regular meeting or by mail, of the site and time of the next regularly scheduled meeting. Notice by mail shall be given at least two months in advance.

Installation of officers and directors shall be conducted at the annual business meeting.

Article VI - Officers

Section 1 Election

The officers of the Texas Parking Association shall be President, Vice President, Executive Director of the Board of Directors, Secretary and Treasurer.

At the last Board Meeting of each year, the Board of Directors shall approve or not approve the recommendations of the nominating committee concerning new Board Members. If the Board of Directors does not approve the recommendation of the nominating committee then the Board has the power to make other recommendations to the general body. All officers may be re-elected to the same office or any office, which they have previously held, with the exception of the President who may not be elected to that office for more than two consecutive one-year terms. The new officers will be presented at the annual business meeting to the general body. Once approved, they will assume the responsibilities assigned to their position.

Section 2 Removal

The Board of Directors may remove any officer or agent whenever in its judgment the best interest of the Association will be saved thereby, such removal shall be without prejudice.

Removal of any officer or agent requires a minimum of six votes in favor of removal and must be conducted at a board meeting as defined by Article VII Section 5. The Secretary shall record the vote of each Board Member present and have a written copy of the vote available upon request.

Section 3 President

The President shall be the principal officer of the Association and shall preside at all meetings of the Association and of the Board of Directors. In the absence of the President, the Vice President shall preside. In the absence of the President and the Vice President the Executive Director of the Board of Directors shall preside. The President shall uphold the Texas Parking Association Constitution and Bylaws at all times and shall be responsible for all obligations and duties as defined in the said documents.

Section 4 Vice President

The Vice President shall assist the President in the discharge of the duties of the office as the President may direct and perform such duties as may be assigned by the Constitution and Bylaws. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall assume the duties of the President and when so acting, shall have the powers and be subject to all restrictions upon the President. The Vice President shall serve as the Chairperson of the Conference and Trade Show Committee.

Section 5 Executive Director of the Board of Directors

The immediate Past President shall hold office as the Executive Director of the Board of Directors for one term, with the exception of when the President serves two consecutive one-year terms, in which case the Executive Director of the Board of Directors would also serve two consecutive

one-year terms. The Executive Director shall be responsible for keeping the Constitution and Bylaws and amendments thereto.

Section 6 Secretary

The Secretary shall be responsible for keeping all Association records as well as the minutes of the official meetings of the Association and its Board of Directors. The Secretary shall be responsible for Association correspondence and shall receive a copy of all correspondence received or written by any member of the Board of Directors on behalf of the Association.

Section 7 Treasurer

The Treasurer shall collect, have custody of and be responsible for all monies due the Association and will prepare financial statements as required by the Board and by the Constitution and Bylaws. The Treasurer shall pay all bills when approved by the Board of Directors, President, Vice President and/or Executive Director of the Board of Directors. The President, Vice President, Executive Director of the Board of Directors and Secretary shall also have the authority to sign checks. Two officers of the Association must endorse all checks.

The Treasurer shall forward a statement of dues to each member sixty days in advance of the end of the fiscal year and shall make an annual financial statement to the Board of Directors.

Article VII - Board of Directors

Section 1 General

The governing body of the Association shall be the Board of Directors, which shall have the full power to do any and all things necessary or desirable in conducting the business of the Association within the limitations of the Constitution and Bylaws. The Board of Directors shall consist of eleven members, elected by the regular and affiliate members at the annual meeting; the President, Vice President, Executive Director, Secretary, Treasurer, and six At-Large Directors elected from among the regular and affiliate members.

At any time that a member of the Board of Directors is unable to complete their term, the Board shall appoint a Director to take their place.

Section 2 Election of Board Members

The Secretary shall notify and provide a list of all Regular and Affiliate members in good standing to the Chair of the Nominating Committee at least ninety days in advance of elections conducted at the annual business meeting. The Secretary shall mail or print in the newsletter the report of the Nominating Committee to all regular and affiliate members at least sixty days before the annual business meeting. Additional candidates may be nominated by the written endorsement of five or more voting members in good standing when accompanied by the written acceptance of the nomination of a candidate. Written nominations may be accepted when received by the Secretary not less than forty days before the annual business meeting. A notice of additional nominees will be printed in the newsletter or mailed to the voting members before the annual business meeting.

Voting will be conducted by voice vote during the annual business meeting. In case of a tie vote, the tie vote shall be broken by a vote of all regular members in attendance at the annual business meeting and with only the tied nominees considered.

Section 3 Rights and Privileges of the Board of Directors

Each member of the Board of Directors is entitled to one vote on any item of business brought before the Board. In case of absence, a Director may arrange for a proxy vote. The Board of Directors may instruct the Secretary to canvas the voting members, by providing a ballot in the newsletter, by mail or on the website, regarding any issue, as the Board deems necessary.

Section 4 Duties and Powers

The Board of Directors shall, in addition to the function designated to it in the Constitution and Bylaws, perform such duties as the Association as are usual and are not otherwise regulated by the Constitution and Bylaws.

Section 5 Meetings and Quorum

The Board of Directors shall meet as often as it deems necessary but not less than once per year. The time and place of the annual Board of Directors meetings shall be fixed by the Board. Special meetings may be called by the President or by a majority of the Directors. Six members shall constitute a quorum but in no case shall a motion carry unless there are at least four affirmative votes unless the action is the removal of any officer or agent as defined by Article VI Section 2.

Reasonable notice of all Board meetings shall be given by the President. Whenever possible, the business to be brought before the Board shall be previously announced in the form of an agenda.

Section 6 Audit of Fiscal Records

The Board of Directors shall have an audit of the financial records and accounts of the Association and prepare an annual financial report. The audit shall be completed within 60 days after the annual business meeting. The report shall be presented and approved at the next Board of Directors meeting.

Article VIII - Committees

Section 1 General

Committees shall be established as provided in the Constitution and Bylaws. Additional standing committees may be established by the Bylaws. Board members are appointed as Chairman of the committees. Each Director is responsible for appointing members of their committee from the membership list of the Association. If a person specified by the Constitution or Bylaws is unwilling or unable to act, as Chairperson or **as a** member of a committee, the President shall appoint another member to fill the position subject to the approval of the Board of Directors.

Section 2 Standing Committees

The standing committees of the Association shall be the Executive Committee, Nominating Committee, Membership Committee, Conference and Trade Show -Committee, Website Committee, Newsletter Committee, Speaker Committee, Golf Tournament Committee, and Exhibit Hall Committee.

A. Executive Committee

The President shall appoint an Executive Committee comprised of the President and two other Board of Director members to meet for the purpose of conducting business arising between meetings of the Board of Directors. The Executive Committee shall have and exercise the authority of the Board of Directors. All action taken by the Executive Committee shall be reported to the full Board of Directors as soon as practical. No such action shall be taken contrary to the Constitution and Bylaws.

B. Nominating Committee

The Executive Director for the Board of Directors shall appoint a Nominating Committee comprised of the Executive Director for the Board of Directors and two voting members in good standing. The Nominating Committee is responsible for presenting names of Association members to the Board of Directors for consideration for vacant Board positions.

C. Membership Committee

The Membership Committee shall consist of two members not currently serving on the Board, and a Chairperson who is a Regular Member. The Membership Chairman is responsible for holding an annual membership drive.

D. Conference and Trade Show Committee

The Vice President shall serve as Chairperson for the Conference and Trade Show Committee. The annual Conference and Trade Show shall be held in the city in which the Vice President resides. The Vice President shall be responsible for recommending to the Board of Directors the site of the next annual Conference and Trade Show. The Vice President shall also be responsible for negotiating the contract with conference site and all phases of the annual Conference and Trade Show planning.

E. Rules Committee

The Chairperson of the Rules Committee shall be the Executive Director for the Board of Directors.

The Rules Committee shall regularly review the Articles and Bylaws of the Association and may recommend changes or amendments to the Board of Directors. Any proposed business, which affects the Articles or Bylaws, may be referred to the Rules Committee for report.

F. Website Committee

The Chairperson of the Website Committee shall be a Board member. Members of the committee could include a non-member website consultant. The Website Committee shall regularly review the website and recommend changes to the Board of Directors. The Website Chairperson shall be responsible for updating the Texas Parking Association Website for the annual Conference and Trade Show. The Website Chairperson shall also be responsible for all correspondence needed to provide members information on the Texas Parking Association's activities and events.

G. Newsletter Committee

The Newsletter Committee shall consist of two members not currently serving on the Board, and a Chairperson who is a Board member. The Newsletter Chairperson shall be responsible for gathering pertinent information about the Texas Parking Association and other parking and transportation related issues and placing these items into a newsletter that all Association members should be provided four times each year. This newsletter shall be placed upon the Texas Parking Association's Website and it shall be the responsibility of the Newsletter Chairperson.

H. Speaker Committee

The Chairperson of the Speaker Committee shall be a Board member. The Committee is responsible for recommending speakers for the annual Conference and Trade Show to the Board of Directors. The proposed slate of speakers that the Board of Directors is interested in pursuing shall be given to the Chairperson of the Speaker Committee by no later than the June Board meeting. The Chairperson of the Speaker Committee shall report to the Board of Directors no later than the September Board meeting on the speakers who will be presenting during the annual Conference and Trade Show.

I. Golf Tournament Committee

The Golf Tournament Committee shall consist of two members not currently serving on the Board and a Chairperson who is a Board member. The Committee is responsible for all phases of the annual Golf Tournament.

J. Exhibit Hall Committee

The Chairperson of the Exhibit Hall Committee shall be a Board member. The Exhibit Hall Chairperson shall be responsible for all phases of planning the exhibit hall activities to include set up of the hall and booths, filling the booths with exhibitors, registration of exhibitors, and fulfilling the exhibitor's needs.

Section 3 Other Committees

Standing committees, other than those presently established may be established by the Bylaws. Special committees may be established by Bylaw, by resolution of the membership, by resolution of the Board of Directors or by the President.

Article IX - Amendments

Except as otherwise provided, the power to alter, amend or repeal the Bylaws or to 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 Association not inconsistent with law.

Article X - Bylaws

Section 1 General

Bylaws may be adopted by the members to govern matters of policy or business which are likely to be recurring, or for any other purpose, provided that there is no conflict with the Texas Parking Association Constitution.

Section 2 Introduction and Adoption

Bylaws may be introduced by recommendation of the Board of Directors or by written sponsorship of five or more regular or affiliate members.

Proposals for new or amended Bylaws must be submitted to the Board of Directors not less than thirty days before the annual business meeting. Proposed new or amended Bylaws must be provided in writing to the members present at the annual Conference and Trade Show not less than twelve hours before the annual business meeting. Bylaws may be adopted, amended or rescinded after the prescribed twelve hours of written notice upon a simple majority affirmative vote of the regular and affiliate members present and voting at the annual Conference and Trade Show not less than twelve hours before annual business meeting.

Article XI - Rules and Parliamentary Procedure

Section 1 Parliamentary Manual

The rules contained in Robert's Rules of Order, Revised shall govern the Association in all cases in which they are applicable and in which they are consistent with the Constitution and Bylaws or special rules of the Association.

Section 2 Standing Rules

Standing rules shall be adopted by a majority vote at any duly constituted business meeting. They may be reconsidered, amended or rescinded in accordance with the Constitution and Bylaws or special rules of the Association.

Section 3 Suspension of the Rules

The rules may be suspended only upon an affirmative vote of two-thirds of the regular and affiliate members present and voting.

Article XII - Amendments

The Constitution may be amended only by the Affirmative vote of two-thirds of the Regular and Affiliate Members voting. An amendment shall be put to a vote only after it has been proposed by the Board of Directors or five or more voting members in good standing and provided that a draft of the amendment has been distributed to the membership not less than thirty days before the annual business meeting. During consideration at the annual business meeting, the draft of the proposed amendment may be amended in any way that is pertinent to the proposals contained therein. Amendments, which will affect other items of business to be considered at the annual business meeting, shall be voted on before the other business unless ruled out of order.

Bylaws of the Texas Parking Association

Bylaw No. 1 - International Parking Institute

At no cost to the Association, Texas Parking Association will be affiliated with the International Parking Institution, a national parking Association.