

*****Working Draft*****

Intelligent Transportation Society of Africa

ITS Africa

1. NAME & MISSION:

1.1. Name:

The name of the Society is Intelligent Transportation Society of Africa (ITS Africa).

1.2. Mission:

The mission of ITS Africa is to establish a Society that will lobby, promote and advance the deployment of an effective ITS (Intelligent Transportation Systems) Program in the continent of Africa.

1.3. Founders:

The founding members of ITS Africa are the three ITS Societies in Africa that currently exist in the continent, at the time of ITS Africa's creation. These African ITS Societies are ITS South Africa (www.itsa.org); ITS Nigeria (www.itsnigeria.org) and ITS Ethiopia (www.itsethiopia.org).

1.4. Legalization of ITS Africa:

The ITS Africa Board of Directors, which is established by the Founding Member ITS Societies of ITS Africa; to serve as an "Interim Board" between the 1st and 2nd General Assembly of ITS Africa will submit application to secure a legal status for ITS Africa in one of the three countries of the Founding Members (i.e. South Africa, Nigeria and Ethiopia); as determined by the Board.

1.5. Bylaw effective date:

This Draft Bylaw will be made officially final and effective from the date it is fully ratified and approved by the 2nd General Assembly of ITS Africa; which would be attended by delegates from the countries of the three-founding member ITS Societies and any new ITS Societies in Africa, mentioned above in Article 1.3. During the period between the 1st and 2nd General Assembly of ITS Africa, this Draft Bylaw will serve as a "Working Draft By law", until the review and comments period and legalization process is completed.

2. MEMBERSHIP:

2.1. Primary Members:

Primary Membership to ITS Africa shall be open to any ITS Society that is legally operating in any country of the continent of Africa and accepts the mission, goals and bylaws of the Society. Primary level membership in ITS Africa shall be approved by a simple majority (50%+) of the Board of Directors. Primary members of ITS Africa shall have full rights and privileges; including voting and election to the Board of Directors, committees, officers and all other bodies and responsibility centers in the Society's organizational structure, as defined in this Bylaw.

2.2. Associate Members:

Associate Membership shall be open to ITS Working and/or Interest Groups and Associations in African Countries, which may be operating to promote and advance ITS programs and support ITS projects in their respective countries; while at the same time aiming to establish a legally constituted ITS Society for their countries. The membership status of an ITS Working or Interest Group will be automatically upgraded to a primary member in ITS Africa; once it establishes a legally constituted ITS Society for its country.

Associate Membership application to ITS Africa needs to be approved by a simple majority (50%+) of the ITS Africa Board of Directors. Associate Members can participate in all activities and meetings of ITS Africa, including Board Meetings, if the Board of Directors deemed it of value to advance the ITS Africa Mission, programs and goals. However, Associate Members shall not have the special rights and privileges reserved for Primary Members; including voting and election to ITS Africa Board and/or leadership offices at all levels of the organization structure; until their membership status is upgraded to Primary Membership.

2.3. Affiliated Members:

Affiliated Membership shall be open to local or international companies, corporations, associations and transportation agencies of federal governments and academic and research institutions; such as public and private organizations or groups from any country in Africa; which is represented by its respective ITS Society in ITS Africa; if it is believed by the Board of ITS Africa that its membership may help advance the mission and goals of ITS Africa. Applications for Affiliate Membership level in ITS Africa from any public or private entity of an African country shall be submitted and approved first by the local or country level ITS Society in which the applicant is operating at the time of application. Applicants for Affiliate Membership in ITS Africa shall be members of the

local country level ITS Society in Africa, before they apply for Affiliate Membership to join ITS Africa. Affiliate Membership application to ITS Africa needs to be approved by at least two third of the ITS Africa Board of Directors. Affiliate Members shall not have the special rights and privileges reserved for Primary Members, including voting and election to ITS Africa Board and/or leadership offices at all levels of the organization structure.

2.4. Dues:

There are three categories of Membership Dues: Primary Membership, Associate Membership and Affiliated Membership Dues. The amount and payment structure for these payment categories shall be determined by the Board of Directors of ITS Africa. Each category of Membership Dues can be further subdivided into different payment levels as needed; and determined by the policies and criteria set forth by the Board of Directors of ITS Africa. The Primary Membership Dues may also vary by year of membership, while payment dues for Associate and Affiliate Members may also vary, depending on type of institutions and groups; as determined by the policies set by ITS Africa Board of Directors.

3. GOVERNANCE:

3.1 Board of Directors:

3.1.1. Eligibility:

All ITS Africa member ITS Societies are eligible to appoint or delegate their representatives to the ITS Africa Board of Directors, based on the policies, rules and procedures set forth in this Bylaw.

3.1.2. Duties of Board of Directors:

3.1.2.1. Establish policies of the Society, define its mission, goals and governance and submit to members for review and endorsement.

3.1.2.2. Develop a Strategic Plan of the Society and submit to the General Assembly for review and approval.

3.1.2.3. Develop Annual and Five-Year Programs with Action Plans, Activities and associated Budgets and submit to the General Assembly for review and approval.

3.1.2.4. Appoint Committee Chairs and Committees by a majority (50%+vote)

- 3.1.2.5. Establish membership dues and payment schedules.
- 3.1.2.6. Review and approve Board Committee reports, findings and plans.
- 3.1.2.7. Review, Vote and Approve Society membership applications, for Primary (ITS Society); Associate and Affiliate memberships.
- 3.1.2.8. Implement the above and all other duties that are assigned by the General Assembly of the member ITS Societies, as defined in this Bylaw.

3.1.3. Number of ITS Africa Board of Directors:

3.1.3.1. The Board shall have a minimum of one and maximum of three representatives from each ITS Society Member of ITS Africa. Each ITS Society member of ITS Africa shall designate and notify the ITS Africa Board of Directors one primary delegate from among its representatives in the Board, who will officially represent its respective ITS Society and participate in all matters of policy formulations, decision making, voting and other major activities of the Board and sign official documents on its behalf. A Member ITS Society in the ITS Africa Board shall have only one voice, regardless of its number of members or designees in the Board of Directors.

3.1.3.2 The Board of Directors may also include up to five ex-officio and/or proxy (non-voting) members in its rank, who may be qualified and may be needed to contribute and add value to advance ITS Africa's mission and programs; by virtue of their presence, expertise and experiences. The Board of Directors will determine by a simple majority (50%+) vote as to the decision to include any one of these ex-officio and/or proxy (non-voting) members, which may be recommended by any Board Member (s). These members serve in advisory role to the Board by virtue of their expertise and experiences, and will not have the right to be elected into office or vote in the Board of Directors policy matters and decisions. The Board may assign these members to provide support in any office, committee or group within ITS Africa

3.1.4. Election/Designation of Board Directors:

The ITS Africa Board of Directors shall include the chairmen or presidents of each member African ITS Society or any other member (s) of the Societies, who may be designated by their respective leaderships or Boards.

3.1.5. Board Officers:

3.1.5.1. Chair: The Chair of ITS Africa will be elected and approved by the majority (50%+) of ITS Africa Member Societies during the Annual General Assembly. Chairmanship shall be rotational so as to give equal chance to serve as a chair to every member ITS Society. A chair shall not be elected more than once, before another Member ITS Society has a chance to have its Board member serve as a Chair of ITS Africa. A Member ITS Society in the ITS Africa Board shall have only one voice, regardless of its number of members or designees in the Board of Directors.

3.1.5.2. Vice Chair: The Vice Chair shall be elected by a majority (50%+) of ITS Africa Member ITS Societies in the General Assembly. The Vice Chair presides at meetings of the Memberships' General Assembly and the Board of Directors of the Society in the absence of the Chair, for any reason. The Vice Chair shall assume all responsibilities and powers of the Chair, as defined by this Bylaw during the time he/she serves as a substitute for the Chair; subject to the direction and supervision of the Board of Directors. The Vice Chair of ITS Africa will be elected and approved by the majority (50%+) of ITS Africa Member Societies during the Annual General Assembly.

3.1.5.3. President: The President shall be elected by a majority (50%+) of ITS Africa Member ITS Societies in the General Assembly. The President shall be responsible in guiding and overseeing the implementation of the Board of Directors' policy and program decisions and day-to-day activities; in order to advance the mission of ITS Africa and meet its goals. He/she provides support to the Board of Directors, as needed by the Board of Directors in all program areas of ITS Africa; including encouragement and facilitation of the establishment of new ITS Societies in Africa.

3.1.5.4. Vice President: The Vice President shall be elected by a majority (50%+) of ITS Africa Member ITS Societies in the General Assembly. The Vice President shall be responsible in assisting the President in guiding and overseeing the implementation of the Board of Directors' policy and program decisions and day-to-day activities; in order to advance the mission of ITS Africa and meet its goals. He/she provides support to the President and the Board of Directors, as needed, including encouragement and facilitation of the establishment of new ITS Societies in Africa. The Vice President will represent the President in all meetings, internal and external, as directed by the President.

3.1.5.5. Secretary: The Secretary shall be elected by a majority (50%+) of ITS Africa Member ITS Societies in the General Assembly to serve as Secretary of the Society and the Board of Directors. He/she shall be responsible for record keeping of the proceedings, taking minutes during the General Assembly and regular meetings and conference calls of the Board of Directors, and distribute for comments and approval. In addition, the secretary shall be responsible for all customary duties of a secretary; including providing assistance to the Chair and Vice Chair such as in preparation of drafts and communications materials to members, as defined by the Bylaw, and as directed by the Board of Directors. The Secretary of ITS Africa will be elected and approved by the majority (50%+) of ITS Africa Member Societies during the Annual General Assembly.

3.1.5.6. Treasurer: The Treasurer shall be responsible in keeping and maintaining accurate records of financial accounts and balance sheets of the Society; and work closely with the Finance Committee. He/she shall be elected by the General Assembly of the ITS Africa Society Members, with a two-third vote and serve as a Chair of the Finance Committee.

3.1.5.7. Board Committees: The Board of Directors shall establish Committees, as needed to perform the Society's functions, as defined in this Bylaw. These Committees shall include Finance, Conference Organizing and Networking or Marketing and Promotion Committees.

3.1.5.8. Term: The term of chairmanship and Vice Chair for ITS Africa shall not exceed more than one year, unless approved in special circumstances by at least two third (2/3) majority of the Member ITS Societies General Assembly, for a 2nd consecutive term of service. No Chair shall serve more than two consecutive years. The Term of the other officers of ITS Africa (i.e. President, Vice President, Secretariat and Treasurer) shall not exceed two years; subject to review and approval for the 2nd year term by a two third (2/3) majority of the Member ITS Societies General Assembly.

3.1.6. Board Meetings:

3.1.6.1. Regular Meetings: The Board of Directors shall meet at least quarterly (four times) a year. In the event that physical meeting is difficult, challenging or impossible, the Board of Directors shall have at least four regular conference calls, and a minimum of one (annual) in-person meeting; which may be held during an Annual General Assembly of ITS Africa.

3.1.6.2. Special Meetings: Special Meeting_of the Board of Directors may be called by the Chair or at least one-fourth (25%) of the Primary Members (ITS Societies) in the Board of Directors. A special meeting or conference call shall be requested with a formal written letter or email; signed by all members requesting the meeting or the conference call; and distributed at least three months in advance of the special meeting or the conference call requested date.

3.2. Voting:

3.2.1. Eligibility:

3.2.1.1. All Primary members of ITS Africa (i.e. ITS Societies) are eligible to vote on all matters, including any policies, directives, rules and procedures of ITS Africa, as laid out in the Bylaw.

3.2.1.2. Each Primary Member of ITS Africa (i.e. ITS Society in Africa) will have one voice in voting, regardless of its number of members in the various organs of the Society, including Board of Directors, which constitute membership rank by Society.

3.2.2. Quorum:

3.2.2.1. Quorum in any meeting or assembly of ITS Africa will be considered full if 50%+ of the member ITS Societies or their designees are present.

3.2.3. Election Schedule:

3.2.3.1. Election schedules will be defined and incorporated into this Bylaw.

3.2.4. Method of Voting:

Voting in meetings of all organs, bodies and committees of ITS Africa; including the General Assembly; Board of Directors and Board Committees is encouraged to be in person; by the members or their designees, at all levels of the Society's organizational structure. However, in special circumstances including emergencies; members can vote on organizational, program, policy and other matters by electronic means of communications (primarily emails w/ officially listed and recognized addresses) and/or formal written letters to the officials in charge (including Chairman, President, Secretariat) for the purpose of record. Votes, which are not made in person must be preapproved or recognized as official; by the Society's assigned bodies or officers in charge; in accordance with the Bylaw of ITS Africa.

3.2.5. Designated Representatives:

A voting member of an ITS Society or its Chair or president may designate one or more representatives to attend any meeting of the ITS Africa membership; including that of the Board of Directors to participate in policy level and program discussions, action plans and all matters of decision makings and cast a vote. One Member ITS Society shall have one voice in the voting process, regardless of the number of its designees in the meeting, including in the Board of Directors or any Committee meeting.

4. MEMBERSHIP MEETINGS:

4.1. Annual General Assembly:

4.1.1 Annual Meeting:

There shall be a regularly scheduled Annual Meeting, a General Assembly, of Voting (ITS Societies) and Non-voting (Associate and Affiliate Members) of the Society for discussion of such major tasks as Strategic and Action Plans, Budgets, Annual Reports and special issues that may be presented by the Chair or Vice Chair (in the absence of the Chair) of the Board.

4.1.2. Election & Designation of Board of Directors

The ITS Africa Voting Members (ITS Societies) shall designate their representatives to the Board of Directors of ITS Africa (as stated in Article 3.1.4). In addition, they have the right to elect ITS Africa Board Officers during the General Assembly. Election to ITS Africa Board Officers shall include the Chair, Vice Chair, President, Vice President, Secretary and Treasurer, in accordance with this Bylaw. The election will be fair and transparent. Each ITS Africa member ITS Society will have equal right in representation and election of ITS Africa Board of Directors, as determined and approved by the General Assembly election rules and procedures, and in accordance with the Bylaw.

The three Founding Member ITS Societies of ITS Africa (i.e. ITS South Africa, ITS Nigeria and ITS Ethiopia) may designate the first officers of the Board of Directors for ITS Africa (i.e. Chair, Vice Chair, President, Vice President, Secretary & Treasurer) to assume leadership role for an interim one year period between the 1st and 2nd General Assemblies of ITS Africa, in order to ensure establishment, continuity and sustainability of the Society.

These Board Officers will officially resign from their post after a year from the 1st General Assembly to be replaced by elected officials during the 2nd General Assembly. The officers of the Founding Members in the Board of Directors reserve the right to be eligible and nominated for Board of Directors Membership in the 2nd General Assembly of ITS Africa; provided they are willing to serve for one more year in that capacity; after approved by a 2/3 majority of Membership in the General Assembly; as an exception to

rules of this Bylaw (including Articles 3.1.5.1 and 3.1.5.2). They will not be eligible to serve in the Board of Directors for more than two consecutive years.

5. AMENDMENT:

5.1. This Draft Bylaw will be presented in the 1st General Assembly of ITS Africa, which constitutes delegates from the three countries of the Founding Members ITS Societies (i.e. South Africa, Nigeria and Ethiopia); for comments and inputs, and will be made final after a review period during the 2nd General Assembly.

5.2. The Bylaw of ITS Africa is subject to Amendment, as required, by a General Assembly of the Member ITS Societies of ITS Africa, which are listed as members at the time of the Amendment. A 2/3 Majority vote of the Member ITS Societies is required to make changes in the Bylaw, in a form of Amendment. An ITS Africa Member ITS Society must have stayed at least for one full year membership in ITS Africa to be eligible to vote for Amendment of the ITS Africa Bylaw.

*****End of Final Draft*****

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