

**BYLAWS OF THE
COMMERCIAL VEHICLE SAFETY ALLIANCE**

A District of Columbia Nonprofit Corporation

**ARTICLE I
Name, Registered Agent and Offices**

Section I: Name

The name of this corporation shall be the “Commercial Vehicle Safety Alliance” (sometimes hereinafter referred to as “CVSA,” “Alliance” or “Corporation”).

Section II: Registered Agent and Offices

The Alliance shall maintain in the District of Columbia a registered agent, and may have offices within or without the District of Columbia as the Board of Directors may designate, or as the business of the Alliance may require from time to time.

**ARTICLE II
Purpose**

The Alliance is organized as a nonprofit corporation under the District of Columbia Nonprofit Corporation Act (the “Act”) for the purposes set forth in the Alliance’s Articles of Incorporation, which include (1) to serve as the international association of local/municipal, state, provincial, territorial, and federal officials who are responsible for the enforcement of commercial motor vehicle and motor carrier safety laws in the United States, Canada and Mexico; and (2) to foster, promote, and encourage commercial motor vehicle and driver safety for the protection and benefit of the public. CVSA will work in furtherance of these purposes to achieve uniform standards, compatibility, and reciprocity of commercial motor vehicle inspections and motor carrier safety enhancement for its member jurisdictions, and will serve as a major focal point for bringing together local/municipal, state, provincial, territorial and federal officials, along with industry stakeholders, to engage in discussion and problem-solving interchanges.

Notwithstanding any other provision herein, the purposes of this organization are limited to such purposes as are permitted under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III
Geographic Organization

The Commercial Vehicle Safety Alliance shall be international in scope. There shall be five geographical regions of the Alliance. Geographical distribution shall be as follows:

Region I

Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Puerto Rico, Rhode Island, U.S. Virgin Islands and Vermont.

Region II

Alabama, American Samoa, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia and West Virginia.

Region III

Colorado, Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Northern Mariana Islands, Ohio, South Dakota and Wisconsin.

Region IV

Alaska, Arizona, California, Guam, Hawaii, Idaho, Mexico, Montana, Nevada, New Mexico, Oregon, Utah, Washington and Wyoming.

Region V

Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland, Nova Scotia, Northwest Territories, Nunavut, Ontario, Prince Edward Island, Quebec, Saskatchewan and Yukon.

ARTICLE IV
Membership

Section I: Classes of Membership

There shall be four classes of membership as follows:

1. Class I Members

Criteria for Class I Membership: May be attained by state, provincial, territorial or federal governments that have signed and agreed to abide by the provisions of the memorandum of understanding, and that possess responsibility within their government for the administration and enforcement of commercial motor vehicle and driver operations over the highway system(s).

Any country party to the Alliance through one or more of its member governments may only be assigned "Class I Member" status at one level of government (i.e., state, provincial, territorial or

federal). Any other level of government must sign a memorandum of understanding with the Class I Member jurisdiction.

Resignation of Membership: May be tendered at any time and shall be submitted in writing to the Executive Director of the Alliance, who shall record such resignation on the resigning member's memorandum of understanding and furnish notice of such resignation to all Class I Members.

2. Class II Local Members

Criteria for Class II Local Membership: At any time after signing a written agreement or memorandum of understanding with the Class I Member, a local/municipal or other law enforcement governmental agency may apply for CVSA membership as a Class II Local Member, provided that the written agreement or memorandum of understanding between the Class I Member and the local/municipal or other law enforcement governmental agency has not expired or otherwise been terminated, and provided that the Class I Member is in good standing at the time of the application. The written agreement or memorandum of understanding between the Class I Member and the Class II Local Member applicant shall accompany the initial application for CVSA membership.

Any applicant for a Class II Local Membership that operates in more than one Class I Member jurisdiction will only be recognized in those jurisdictions in which they have a signed memorandum of understanding with the Class I Member.

3. Class III Associate Members

Criteria for Class III Associate Membership: To be considered for associate membership, any association, company or individual must subscribe to the purpose of the Alliance. The Board of Directors shall retain sole discretion regarding the acceptance of associate membership.

4. Class IV Federal Members

Federal government agency representatives in the United States, Canada and Mexico are non-voting members and have enforcement member privileges for pricing rates at conferences and for other CVSA products and services, but do not pay membership dues.

Section II: Sanctions and Termination of Membership

1. Class I Members

Upon the determination that a Class I Member or Class II Local Member is not in "good standing" with the Alliance, the Board of Directors may propose a termination of that member's membership. The Board of Directors may, by a two-thirds vote, terminate a member found not to be in "good standing" in the Alliance (e.g., failure to comply with the memorandum of understanding, Alliance Bylaws and/or failure to pay the annual membership dues in full by Sept. 30).

The Executive Director, on behalf of the Board of Directors, shall notify the member in writing at least 90 days before the next scheduled meeting of the Board of Directors to inform the member of the reason(s) for the proposed termination. The member shall be provided an opportunity to correct and/or

explain the area(s) of noncompliance to the Board of Directors either in writing or personally at the next scheduled meeting of the Board of Directors. The Board of Directors shall then vote on the proposed termination.

A Class I Member or Class II Local Member whose membership has been terminated will be notified in writing, and is not entitled to member privileges (e.g., voting, decals, committee participation, etc.) until its membership has been reinstated. The Executive Director will notify the Class I Members in writing of any Class I Member or Class II Local Member that has been removed from membership.

2. Class II Local Members

The Class I Member may also terminate the written agreement or memorandum of understanding with the Class II Local Member, thereby terminating the local's membership with the Alliance. No appeal rights are available to a Class II Local Member under this provision.

3. Class III Associate Members

Class III Associate Membership may be terminated by the Executive Director for failure to pay annual dues. However, termination for other just cause will be by a majority vote of the Board of Directors.

ARTICLE V International Officers

Section I: Titles

The International Officers of the Alliance shall consist of the President, Vice President and Secretary, all of whom shall be elected from Class I Member jurisdictions in good standing with the Alliance.

Section II: Powers and Duties

- 1. President** – Shall preside at all meetings of the Alliance and is chair of the Board of Directors. Promotes and fosters the interests of the Alliance, and performs the duties customarily required of such an officer as assigned by the Board of Directors. Additionally, the President shall be responsible for the coordination of the Annual Conference and Exhibition. The President is responsible for the orientation of new members to the Board of Directors.
- 2. Vice President** – Is the alternate for the President. The Vice President is the Board of Directors liaison to Class II Local Members. The Vice President is responsible for chairing the Finance Committee.
- 3. Secretary** – Is the alternate for the Vice President. The Secretary is the Board of Directors liaison to the Class III Associate Members. The Secretary is responsible for monitoring the existing annual budget. The Secretary is responsible for the orientation of new members to the Alliance. The Secretary is responsible for chairing the Election Committee.

Section III: Nominations and Term of Office

1. Nominations, Elections, and Succession

The President, Vice President and Secretary shall hold each respective office for one year, except as otherwise provided in Section III, 3. of this Article. Nominees for election to the office of Secretary must be Class I Members in good standing who are representatives of the three Regions not represented by the Regions of the incoming President or Vice President. Nominations shall be received by the Election Committee, in writing, prior to the Workshop. Additional nomination(s) may be provided from the floor during the general session of the membership at the Workshop.

Election for the office of Secretary shall take place at the Annual Conference and Exhibition.

Voting will commence at the distribution of the ballots and conclude at the time stated on the ballot. Should a run-off election be required, it will commence upon notification of the Election Committee and conclude as determined by the Election Committee.

In the event there are no nominations for Secretary at the Workshop, the Board of Directors will appoint the Secretary prior to the Annual Conference and Exhibition. The appointee shall be confirmed by the majority of the Class I Members at the Annual Conference and Exhibition.

Upon election of the new Secretary, the existing officers shall be advanced to the next highest office.

2. Terms of Office

The President, Vice President and Secretary shall hold each respective office for one year, except as otherwise provided in Section III, 3. of this Article.

3. Officer Vacancies

In the event of a vacancy in the office of President:

- The Board of Directors shall appoint an individual to fill the vacancy from among the three most recent Past Presidents.
- If no such individual qualifies and accepts appointment to fill the vacancy:
 - The Vice President shall immediately become President. He or she shall serve the remainder of the vacating President's term of office and upon the conclusion of that term, shall serve his or her regular one-year term as President.
 - The Secretary shall immediately become Vice President. He or she shall serve the remainder of the vacating Vice President's term of office, and upon the conclusion of that term, shall serve a regular one-year term as Vice President.
 - The Board of Directors shall appoint an individual to fill the vacancy in the office of Secretary, which individual shall be appointed from the Region experiencing the vacancy in the office of President. Elections for Secretary shall occur in the ordinary course at the next Annual Conference and Exhibition as provided in Section III, 1. of this Article.

In the event of a vacancy in the office of Vice President:

- The Secretary shall immediately become Vice President. He or she shall serve the remainder of the vacating Vice President's term of office, and upon conclusion of that term, shall serve a regular one-year term as Vice President.
- The Board of Directors shall appoint an individual from among the three most recent Past Presidents to fill the office of President for a one-year term following the expiration of the vacancy in the office of Vice President.
- The Board of Directors shall appoint an individual to fill the vacancy in the office of Secretary, which individual shall be appointed from the Region experiencing the vacancy in the office of Vice President. Elections for Secretary shall occur in the ordinary course at the next Annual Conference and Exhibition as provided in Section III, 1. of this Article.
- Notwithstanding the foregoing, in the event that no individual qualifies and accepts appointment to fill the term of President for the year following the expiration of the vacancy in the office of Vice President, the Secretary shall advance to the office of President after having served as Vice President for the remainder of the vacating Vice President's term of office, and elections for the offices of Secretary and Vice President shall occur at the next Annual Conference and Exhibition as provided in this Section III, 3., below.

In the event of a vacancy in the office of Secretary:

- The Board of Directors shall appoint an individual to fill the vacancy in the office of Secretary, which individual shall be appointed from the Region experiencing the vacancy in the office of Vice President. Elections for Secretary shall occur in the ordinary course at the next Annual Conference and Exhibition as provided in Section III, 1. of this Article.

Nominations and Election to Fill the Offices of Vice President and Secretary. At the Annual Conference and Exhibition following vacancies occurring in both the offices of Vice President and Secretary, the four Regions not represented by the office of the incoming President are eligible to nominate a minimum of one individual for both the offices of Vice President and Secretary. The candidate with the highest number of votes will assume the office of Vice President. The candidate with the second highest number of votes will assume the office of Secretary. In the event there are multiple candidates from the same Region with the two (or more) highest numbers of votes, the candidate with the next highest number of votes not from the same Region as the candidate with the highest number of votes will assume the office of Secretary. In the event of a tie, the Board of Directors will cast the deciding vote for the office of Vice President.

ARTICLE VI

Membership Meetings

Section I: Annual Conference and Exhibition and Workshop

The Annual Conference and Exhibition and the Workshop shall each be held at a time and date to be selected by the Executive Director, and approved by the Board of Directors.

The Annual Conference and Exhibition and the Workshop, after consultation with the hosting government, may be cancelled for just cause by a majority vote of the Board of Directors. In the event any Annual Conference and Exhibition is cancelled, the officers and committee members shall continue in their respective positions until the next succeeding Annual Conference and Exhibition.

Section II: Special Meetings

Special meetings of the voting membership may be called by or at the request of the President, the majority of the entire Board of Directors, or at the written demand of at least 25 percent of all members entitled to vote on issues to be considered at the proposed meeting. A special meeting of members need not be held at a geographic location if the meeting is held, at the discretion of the Board of Directors, by means of internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

Section III: Notice

Notice of the Annual Conference and Exhibition and the Workshop shall be given to the entire membership by mail, overnight courier, electronic mail or other mode of written transmittal as set forth in Article VII, Section I.

Notice of any special meeting of the voting membership shall be given to the voting members by mail, overnight courier, electronic mail or other mode of written transmittal, not less than 10 days and not more than 60 days before the date set for such a meeting, and must include the time, date, place and purpose of such meeting.

Any members may waive notice of any meeting before, at or after such meeting.

ARTICLE VII Member Voting

Section I: General

Each member, as defined in the Alliance Bylaws, Article IV, Section I, Class I Members, Criteria for Class I Membership, regardless of how many agencies are contained within the member jurisdiction, shall be entitled to only one vote on Alliance matters. No other membership class has voting privileges.

Ballots for voting will be distributed to the Class I Members present at the Annual Conference and Exhibition or the Workshop. In addition, no later than 30 days prior to the Annual Conference and Exhibition or the Workshop, the Executive Director will notify Class I Members that voting will take place. That notification will describe the date, time and the nature of said voting. See Section IV relating to the *North American Standard Out-of-Service Criteria* (OOSC) for exceptions to this procedure.

The following matters shall be submitted by the Board of Directors to the membership for approval. Approval shall mean a majority of the votes returned by the membership, provided a quorum is present:

1. Creation or dissolution of legal entities, including but not limited to, corporations, partnerships, foundations, and subsidiaries.
2. Sale of individual stocks held by CVSA in an amount that eliminates the Alliance's majority stockholder status.
3. Amendments to the *North American Standard Out-of-Service Criteria* (OOSC), except emergency

actions and non-substantive edits which may include format changes, typographical errors, inadvertent omissions, and clarifications.

4. Amendments to the Alliance Bylaws.
5. Amendments to the memorandum of understanding.
6. Election of International Officers.
7. Major policy changes as defined by the Board of Directors.
8. Any other matter for which four or more of the voting members of the Board of Directors desire to be submitted to the membership for approval.

Section II: Election of Officers

International Officers: Elections for Secretary will be conducted in accordance with the Alliance Bylaws, Article V, Section III and shall be held during the Annual Conference and Exhibition as specified therein.

Regional Officers: Elections for Region Vice Presidents will be conducted in accordance with the Alliance Bylaws, Article XIV, Section II and shall be held during the Annual Conference and Exhibition as specified therein; Region I, III and V on the odd-numbered years and Region II and IV on the even-numbered years, or at the next Annual Conference and Exhibition for interim vacancy elections.

Class II Local Member Officers: Elections for Local Member Vice President shall be conducted in accordance with the Alliance Bylaws, Article XVIII, Section II and shall be held during the Annual Conference and Exhibition as specified therein, on the even-numbered years, or at the next Annual Conference and Exhibition for interim vacancy elections.

Class III Associate Member Officers: Elections for Associate Member Vice President shall be conducted in accordance with the Alliance Bylaws, Article XIX, Section II and shall be held during the Annual Conference and Exhibition as specified therein, on the even-numbered years, or at the next Annual Conference and Exhibition for interim vacancy elections.

All elections for International, Regional, Class II Local Member or Class III Associate Member Officers shall be decided by a majority vote of the respective class of members required for such vote and which are present at the Annual Conference and Exhibition, including Class I Member jurisdictions voting by proxy.

Section III: Bylaws and Membership Fees

Voting to amend the Alliance Bylaws or to set or amend Class I Member dues and assessments as specified in Article XII, Section I shall be held during the Annual Conference and Exhibition or the Workshop. Approval shall be by a two-thirds vote of the Class I Members present at the Annual Conference and Exhibition or the Workshop, including member jurisdictions voting by proxy as specified in Article VII, Section V, provided a quorum is present.

Changes to set or amend Class II Local Member or Class III Associate Member dues and assessments shall be made in accordance with Article XII, Section I.

Before being submitted to the Alliance membership for vote, any proposed amendments to the Alliance Bylaws must be approved by the Board of Directors as specified in Article XIII.

Section IV: North American Standard Out-of-Service Criteria (OOSC)

The *North American Standard Out-of-Service Criteria* (OOSC) is effective annually April 1, unless otherwise specified by the Board of Directors. Voting to amend the OOSC shall be by electronic or mail ballot according to the procedures set forth in the Act when the Board of Directors deems such a ballot necessary. Such proposed amendments shall be decided by a majority of electronic or mail ballots received in answer to the electronic or mail ballot, provided the number of votes cast equals or exceeds the quorum required to be present at a meeting authorizing the action.

Section V: Quorum and Proxies

At any meeting, except as otherwise noted herein, a simple majority – 50 percent plus one of the voting Class I Members shall constitute a quorum for the transaction of Alliance business.

A voting Class I Member may appoint a proxy to vote or otherwise act for the Class I Member at a meeting, and for purposes of a quorum, proxies shall be counted as present and voting. Proxies shall be valid only if a signed request is submitted in writing, which may be delivered in paper form or by an electronic transmission, including email.

Section VI: Ties and Run-off Elections of International Officers

In the event of a tie vote for the election of Alliance International Officers, only a quorum of Class I Members in person and registered at the Annual Conference and Exhibition will have the right to vote in the run-off election and no proxy voting will be allowed. In order to establish the quorum, Region Presidents or their designees shall conduct a roll call of Class I Members during the Region meetings conducted at the Annual Conference and Exhibition, and this information shall be submitted to a member of the Election Committee as specified in Article XI, Section IV.

ARTICLE VIII

Order of Business

The rules of parliamentary procedure contained in *Robert's Rules of Order* shall govern all meetings of the Alliance, Board of Directors, Regions, and special committees so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board of Directors.

ARTICLE IX

Board of Directors

Section I: Board Composition

The Board of Directors shall consist of the President, Vice President, Secretary, the three most recent Past Presidents able to serve and the five Regional Presidents from each of the five Regions as designated in Article III, and the Class II Local Member President as designated by Article VII, Section II, all of whom must remain employed full time by a Class I Member or Class II Local Member jurisdiction in good standing. The President shall be the Chairperson of the Board of Directors.

The five Regional Vice Presidents from each of the five Regions as designated in Article III, and the Class

II Local Member Vice President as determined by Article VII, Section II, all of whom must remain employed full time by a Class I Member or Class II Local Member jurisdiction in good standing, will be non-voting members of the Board of Directors. In the event a Regional President is absent from a meeting of the Board of Directors, however, the Regional Vice President from that Region shall serve as the voting member of the Board of Directors from that Region during the Regional President's absence. Furthermore, in the event the Class II Local Member President is absent from a meeting of the Board of Directors, the Class II Local Member Vice President shall serve as a voting member of the Board of Directors during his or her absence.

Members of the Board of Directors are expected to attend all scheduled meetings of the Alliance, regularly scheduled Board of Directors meetings and conference calls, and all special meetings or conference calls called by the President or by a quorum of the Board of Directors.

Section II: Board Duties

The management of the Alliance shall be vested in the Board of Directors. The Board of Directors may, by a majority vote, establish by resolution, such rules, procedures, and policies, as it deems necessary or desirable in order to conduct the business of the Alliance. Any rules, procedures or policies adopted by the Board of Directors shall have the same force and effect as those contained in the Alliance Bylaws.

The Board of Directors may delegate authority to such individuals or board committees as it deems appropriate to further the mission of the Alliance, though such delegation shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Corporation or the Director by law.

ARTICLE X Board Meetings

Section I: Regular and Special Meetings

At least one regular meeting of the Board of Directors shall be held each year, and additional regular meetings may be held, at such time and place as may be set by resolution of the Board of Directors. Special meetings of the Board of Directors may be called by or at the request of the President or upon written request by a quorum of the members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place of any special meeting of the Board of Directors called by them.

Section II: Notice of Meetings

Notice of the time and place of all regular and special meetings shall be given to each Director by delivering notice to the Director personally, by telephone, facsimile, mail, courier, electronic mail or other means of electronic transmission at least two days before the meeting; provided, however, that at the beginning of each one-year period, a single notice of all regularly scheduled meetings for the year may be provided without having to give notice of each such meeting individually. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice.

Section III: Waiver of Notice

A Director may waive notice, either before or after the meeting; waiver must be made in the form of a record signed by the Director (which may include an email or other electronic record), and which shall be filed with the minutes of proceedings of the Board of Directors or the corporate records. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director promptly upon arrival objects to the holding of the meeting or to the business to be transacted at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section IV: Quorum; Action by Board of Directors

A majority of the Directors in office who are entitled to vote shall constitute a quorum for any meeting of the Board of Directors. Any business transacted at a meeting of the Board of Directors at which a quorum is present shall be valid provided it is affirmatively approved by a majority of the Directors in office who are entitled to vote. No Director voting by proxy shall be permitted.

Section V: Teleconferencing

At the Board of Directors' discretion, any person participating in a meeting of the Board of Directors may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting may simultaneously hear one another, and such participation shall constitute presence in person at such meeting.

Section VI: Action Without Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each member of the Board of Directors entitled to vote signs a consent describing the action to be taken and delivers it to the Corporation. Action taken under this Section shall be the act of the Board of Directors when one or more consents signed by all of the members of the Board of Directors who are entitled to vote are delivered to the Corporation, unless the consent(s) otherwise specify the time at which the action taken is to be effective. Such consent or consents may be executed and delivered to the Corporation by electronic means, including email, and shall be filed with the minutes of proceedings of the Board of Directors.

Section VII: Minutes and Records of Action

Minutes of each meeting of the Board of Directors and records of each action taken without a meeting by the Board of Directors shall be recorded by the Secretary or the Secretary's designee. Minutes of each meeting shall be submitted to the Board of Directors for approval at the subsequent meeting of the Board of Directors. Minutes and records of action shall be maintained permanently among the records of the Corporation as required by the Act.

ARTICLE XI Committees

Section I: Board Committees and Advisory Committees

The Board of Directors may create one or more committees of the Board of Directors that consist entirely of one or more Directors (“Board Committees”). The creation of a Board Committee and appointment of Directors to it shall be approved by a majority of the Directors in office entitled to vote. To the extent specified in the Articles, Bylaws, committee charter or resolution of the Board of Directors, such committees shall have and exercise the authority of the Board of Directors in the management of the Corporation. A Board Committee may not, however, (1) authorize distributions; (2) fill vacancies on the Board of Directors or any Board Committee; or (3) adopt, amend or repeal these Bylaws. The designation and appointment of any Board Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon the Corporation or the Director by law.

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation (“Advisory Committees”) may be created by resolution of the Board of Directors or at the discretion of the President. Except as otherwise provided by resolution, committee charter or policy adopted by the Board of Directors, the President shall appoint Advisory Committee members, who need not be Directors, and shall designate one individual from each such committee to serve as committee chair.

Section II: Designation of Committees and Programs

There shall be only three Standing Committees, and they shall be the Executive Committee, the Finance Committee and the Election Committee. Specialty, Program, Ad Hoc or Task Force Committees may be appointed for specified periods of time and/or special purposes, when authorized by the Board of Directors, or when the President shall deem that a special reason exists, in accordance with the provisions for creation of committees set forth in this Article.

Section III: Executive Committee

The Executive Committee shall be composed of the International Officers. The Executive Committee shall have and may exercise when the Board of Directors is not in session all the powers of the Board that may be lawfully delegated to a Board Committee, except as may otherwise be limited by resolution of the Board of Directors. Action taken at any meeting of the Executive Committee will be reported no later than the next scheduled meeting of the Board of Directors.

Section IV: Finance Committee

The Finance Committee shall be composed of the Vice President of the Alliance (Chairperson), Secretary of the Alliance, and the three Region Presidents representing Regions other than those represented by the Vice President and the Secretary. The Finance Committee shall be responsible for developing and monitoring the budget and finances of the Alliance.

Section V: Election Committee

The Election Committee shall be composed of the Secretary of the Alliance (Chairperson), a Past President as designated by the current Alliance President and the Associate Member President or his/her designee. The Election Committee shall oversee the election of the International Officers of the Alliance, as well as the officers for the Regions, Class II Local Members and Class III Associate Members.

Section VI: Committee Meetings and Action

Meetings of Board Committees shall conform to the same standards for notice, quorum, voting, manner and method of acting, and other procedures applicable to meetings of the Board of Directors as are set forth in Article X of these Bylaws, except as otherwise provided by these Bylaws, committee charter or resolution of the Board of Directors. Meetings of Advisory Committees shall conform to the standards for notice, quorum, voting, and manner and method of acting as may be established by the Advisory Committee Chair, with the approval of the Advisory Committee members, except as otherwise provided by these Bylaws, committee charter, resolution of the Board of Directors, or other policy pertaining to Advisory Committees as may be determined from time-to-time by the Board of Directors.

Section VII: Minutes and Records of Action

Minutes of all meetings of and actions taken by Board and Advisory Committees shall be recorded and maintained with the records of the Corporation.

Section VIII: Term; Removal and Resignation; Vacancies

Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify or shall be removed or shall resign as a member thereof. Any committee chair or member may be removed from such position at any time by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present, whenever in their judgment the best interests of the Corporation would be served thereby. Any committee member may resign at any time by giving written notice to the committee chair, the President, the Secretary or the Board of Directors. Such resignation shall take effect at the time specified in such notice or, if no time is specified, at the time such resignation is tendered. Vacancies in the membership of any committee may be filled at any time by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE XII Dues, Fees and Assessments

Section I: Membership Dues

Class I Members: Dues and assessments shall be established by the Board of Directors and recommended to the Class I Members for approval in accordance with Article VII. The Board of Directors may establish procedures and policies for the collection of dues and assessments. Such procedures and policies do not require the approval of the Class I Members. Class I Member dues cycle will coincide with the Alliance fiscal year. All membership dues shall be payable to CVSA in U.S. currency.

Class II Local Members: Dues and assessments shall be established by the Board of Directors. The Board of Directors may establish procedures and policies for the collection of dues and assessments. Class II Local Member dues cycle will be based on each organization's anniversary date. In the event an application for Class II Local membership is rejected, the dues will be refunded to the applicant. All membership dues shall be payable to CVSA in U.S. currency.

Class III Associate Members: Dues and assessments shall be established by the Board of Directors. The Board of Directors may establish procedures and policies for the collection of dues and assessments. Class III Associate Member dues cycle will be based on each organization's anniversary date. In the event an application for Class III Associate membership is rejected, the dues will be refunded to the applicant. All membership dues shall be payable to CVSA in U.S. currency.

Section II: Meeting Registration Fees

The Board of Directors shall set all registration fees for CVSA-sponsored conferences, workshops and meetings. A surcharge will be added to the fees for late registration. All registration fees shall be payable to CVSA in U.S. currency.

The Board of Directors may authorize exceptions to registration fees when circumstances warrant.

ARTICLE XIII Amendments

Proposed amendments to these Bylaws and the Memorandum of Understanding must be submitted to the Executive Director for distribution to the Board of Directors at least 30 days prior to the date of the Annual Conference and Exhibition or the Workshop. Such proposal(s) must be approved by the majority of the Board of Directors before being submitted to the membership for a vote.

Emergency Actions: Whenever, in the opinion of the Board of Directors, there would be insufficient time to obtain the approval of the Class I Members as may otherwise be required by the Bylaws, including amendments to these Bylaws, the Board of Directors may take appropriate action on behalf of the Alliance by a two-thirds vote of the Board of Directors. Such actions shall be submitted to the Class I Members at the next Annual Conference and Exhibition or the Workshop for ratification or rejection, in whole or in part.

ARTICLE XIV Regions

Section I: Membership

Membership of the Regions shall consist of Class I Member government agencies within the geographic Regions specified in Article III.

Section II: Officers

Each Region shall have a President and Vice President who is employed full time by a Class I Member government agency in good standing with the Alliance.

Region Members shall elect a candidate for the office of Region Vice President at a duly constituted Region meeting. The existing Vice President shall be advanced to the office of Region President at the conclusion of the Region President's term. In the event an individual declines the higher office, he/she must resign from his/her position.

Region Officer Vacancies

Vacancies in the office of the Region President shall be cause for the advancement of the Region Vice President to the office of Region President, who shall serve the remainder of the term and his/her scheduled presidential term. Interim vacancies in the office of Region Vice President may be appointed by the Region President for the balance of the remaining term and until a successor has been elected at the next Annual Conference and Exhibition.

In the event that the Region President and Region Vice President positions are both vacant, the voting members of the Board of Directors shall appoint the Region President and Region Vice President.

At the following Annual Conference and Exhibition, the Region Members shall nominate a minimum of two individuals for both the offices of Region President and Region Vice President. The candidate with the highest number of votes will assume the office of Region President. The candidate with the second highest number of votes will assume the office of Region Vice President. In the event of a tie, a run-off election will be held to determine the office of Region President.

Section III: Term of Office

Each term of office is for two years. Newly elected Region I, III and V officers will assume office on the odd-numbered years. Newly elected officers from Regions II and IV will assume office on the even-numbered years.

Section IV: Voting

Voting for officers shall be conducted by written ballot and managed by the Region President and Region Vice President and one member of the Election Committee. Voting shall commence after the International Officer election concludes during the Annual Conference and Exhibition. On all voting matters only one vote is permitted per member jurisdiction. In the event of a tie, the deciding vote will be cast by the Region President.

ARTICLE XV Removal of Officers and Directors

A member of the Board of Directors, except the Region Presidents, may be removed from office for just cause by a vote of two-thirds majority of the Class I Members. Region Presidents may be removed from office for just cause by a vote of two-thirds majority of Members in their respective Region.

ARTICLE XVI
Executive Director

The Executive Director shall be selected by the Board of Directors and under the authority and direction of the Board of Directors serves as Chief Executive Officer of the Alliance. The Executive Director is responsible for the selection, supervision, and coordination of the staff of the Alliance and is responsible to the Board of Directors for all programs, activities, conferences and workshops of the Alliance. The Executive Director shall identify resource needs including contract positions. Contractual positions shall be reviewed and approved by the Board of Directors before filling such position(s). The Executive Director shall select the individual to fill such position(s).

ARTICLE XVII
Operations

Section I: Fiscal Year

The fiscal year of the Alliance will be Oct. 1 through Sept. 30.

Section II: Banking

All checks, demands for money and notes of the Alliance shall be issued in accordance with procedures established by the Board of Directors and approved by the membership of the Alliance.

Section III: Nonprofit Operations – Compensation

The Alliance will not have or issue shares of stock. No dividend will be paid and no part of the income of the Alliance will be distributed to any person, except as reimbursement for out-of-pocket expenses incurred by any person on behalf of the Alliance in the conduct of the Alliance's business.

Section IV: Loans to Management

The Alliance shall make no personal loans.

Section V: Reimbursement for Expenses

The Board of Directors may authorize reimbursement of any person or designee who attends special meetings or makes appearances or presentations on behalf of the Alliance.

ARTICLE XVIII
Class II Local Members

Section I: Membership

Class II Local Membership is prescribed in Article IV of the Alliance Bylaws.

Section II: Officers

Class II Local Members shall have a President and Vice President who must be employed full time by a local member agency in good standing with the Alliance.

Class II Local Members shall elect a candidate for the office of Local Member Vice President at a duly constituted Local Member meeting. The Local Member Vice President shall be advanced to the office of Local Member President at the conclusion of the Local Member President's term. In the event an individual declines the higher office, he/she must resign from his/her position. In the event of a tie, the Local Member President will cast the deciding vote for the office of Local Member Vice President.

Section III: Local Officer Vacancies

Vacancies in the office of the Local Member President shall be cause for the advancement of the Local Member Vice President to the office of Local Member President, who shall serve the remainder of the term and his/her scheduled presidential term. Interim vacancies in the office of Local Member Vice President may be appointed by the Local Member President for the balance of the remaining term and until a successor has been elected at the next Annual Conference and Exhibition. In the event that the Local Member President and Local Member Vice President positions are both vacant, the voting members of the Board of Directors shall appoint the Local Member President and Local Member Vice President.

Section IV: Term of Office

Each term of office is for two years. Newly elected Local Member officers will assume office on the even-numbered years.

Section V: Voting

Voting for Local Member Officers shall be conducted by written ballot and managed by the Local Member President, Local Member Vice President and one member of the Election Committee. On all voting matters, only one vote is permitted per Local Member agency. In the event of a tie, the deciding vote will be cast by the Local Member President.

Section VI: Quorum

At any duly constituted meeting of the Class II Local Members, a simple majority – 50 percent plus one of the voting Class II Local Members present shall constitute a quorum for the transaction of Class II Local Member business.

ARTICLE XIX Class III Associate Members

Section I: Membership

Class III Associate Membership is prescribed in Article IV of the Alliance Bylaws.

Section II: Officers

Class III Associate Members shall have an Associate Member President and an Associate Member Vice President who must be employed full time by an Associate Member in good standing with the Alliance.

Class III Associate Members shall elect a candidate for the office of Associate Member Vice President at a duly constituted Class III Associate Member meeting. The existing Associate Member Vice President shall advance to the office of Associate Member President at the conclusion of the Associate Member President's term. In the event an individual declines the higher office, he/she must resign from his/her position. In the event of a tie, the Associate Member President will cast the deciding vote for the office of Associate Member Vice President.

Section III: Associate Member Officer Vacancies

Vacancies in the office of Associate Member President or Associate Member Vice President shall be cause for the advancement of the officer below the vacated office to the next highest office. The Associate Member President shall appoint the Associate Member Vice President for the remainder of the year and an election will be held at the Annual Conference and Exhibition for the Associate Member Vice President.

At the following Annual Conference and Exhibition, the Associate Members shall nominate a minimum of one individual for the office of Associate Member Vice President. The candidate with the highest number of votes will assume the office of Associate Member Vice President. In the event of a tie, the Associate Member President will cast the deciding vote for the office of Associate Member Vice President. In the event that the Associate Member President and Associate Member Vice President positions are both vacant, the voting members of the Board of Directors shall appoint the Associate Member President and Associate Member Vice President.

Section IV: Term of Office

Each term of office is for two years. Newly elected Class III Associate Member President will assume office on the even-numbered years.

Section V: Voting

Voting for Officers shall be conducted by written ballot and managed by the Associate Member President, Associate Member Vice President and one member of the Election Committee. On all voting matters, only one vote is permitted per Associate Member organization. In the event of a tie, the deciding vote will be cast by the Associate Member President.

Section VI: Quorum

At any duly constituted meeting of the Class III Associate Members, a simple majority – 50 percent plus one of the voting Class III Associate Members present shall constitute a quorum for the transaction of Class III Associate Member business.