

Bylaws of the Southwest Parking Association (Approved 10/19/06)

ARTICLE I – NAME & ASSOCIATION

The name of the organization shall be the Southwest Parking Association, herein after referred to as the “Association”. The Association is a nonprofit association for the public benefit and is chartered under the provisions of the Arizona Nonprofit Corporation Act as set forth in Section 10 of the Arizona Revised Statutes. The Association shall observe all local, state and federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code. The Association shall maintain an affiliation with the International Parking Institute and other organizations deemed beneficial to its purpose.

ARTICLE II – PURPOSE

The purpose of the Association shall be to provide a mutual support network and environment for the professional interaction, growth and development of officials directly involved in the operation of parking and transportation programs, to include colleges and universities, municipalities, transit agencies, airport authorities, medical centers, civic centers and other owner operated providers of public parking generally in the states of Arizona, Nevada, New Mexico and contiguous areas of the Southwest.

It is the specific intent of this Association to provide an open forum for discussion of common problems, sharing information and technical know-how, and staying abreast of parking-related legislation.

Notwithstanding the above sections, the Association shall be nonpartisan and nonsectarian; shall take no part in, or lend its support to, the election of any candidate for public office; shall not endorse competing models of parking equipment, supplies or services; and shall not tender preference for, or endorse any specific management professional or consultation service provider or agent.

ARTICLE III - MEMBERSHIP

Section 1. Classes

There shall be four classes of membership: Regular, Associate, Affiliate, and Frontline/Student. To be eligible in any class, the purpose of a member must not be in conflict with the objectives of the Association as set forth in these bylaws.

A. Regular Members

Regular Members shall be municipalities and other government bodies, parking authorities, boards, bureaus, commissions, departments, colleges, universities, airports, hospitals, individual owner-operators and transit agencies or other institutions having similar responsibility for the establishment, operations, maintenance, control or direction of public or private parking or transportation.

B. Affiliate Members

Affiliate Members shall be associations, consultants, contract-operators, and other businesses or individuals engaged in supplying goods or services in the parking and transportation fields or interested in, or connected with the operation and development of public parking or transportation, whether for-profit or otherwise, and who support the objectives of the Association.

C. Associate Members

Associate Members shall be additional representatives of organizations having at least one Regular or Affiliate Member or any other individual, association or organization whom the Board of Directors may elect.

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D. Frontline/Student

Frontline/Student members shall be individuals who meet one of the two following sets of criteria:

1. The individual qualifies for membership in the Regular or Affiliate membership classes and
2. has no supervisory responsibilities, and
3. is classified as "non-exempt" under the Fair Labor Standard's Act

or

1. The individual is engaged in an educational two or four year degree program and
2. The individual is not presently employed in the parking, transportation, or supporting industries, or
3. The individual is employed in the parking, transportation, or supporting industries in a position classified as "student employment" by his/her institution.

Section 2. Voting Rights

Only Regular and Affiliate Members shall have the right to vote on any matter submitted to a vote of the membership. Each Regular or Affiliate Member shall have one vote which may be delegated to another member from the same organization for execution by proxy.

Section 3. Motions

Only Regular and Affiliate Members shall have the right to move a proposal at the annual or special meetings of the Association. Any member may participate in discussion at annual or special meetings of the Association unless the voting members shall determine by a majority vote that discussion on a particular matter shall be limited to voting members.

Section 4. Dues

Annual dues shall be as established by the Board of Directors. All members shall pay dues annually. Dues are not refundable other than for inadvertent duplication or 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 Association Secretary. Admission shall be subject to the approval of the Board of Directors. The Board of Directors shall report to the annual meeting on those applications accepted for membership.

Section 6. Termination

A. Resignation

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

B. Expulsion

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 hearing. Cause shall include, but not be limited to, circumstances where a member is found to have acted in a manner as to be prejudicial to the objectives or successful operation of the Association. Suspension shall be for such period of time as the Board of Directors deems appropriate.

The Board of Directors may, by majority vote, terminate the membership of any member for nonpayment of dues.

C. Reinstatement

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The Board of Directors may, by a 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 Association is not transferable or assignable.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. Annual Meeting

The membership shall meet at least once a year at such time and such place as may be determined by the Board of Directors. The membership shall be advised either by assembly or by mail a reasonable time in advance of the site and time of the annual meeting.

Section 2. Special Meetings

The Board of Directors may call special meetings of the members at such time and place as may be deemed necessary. Written notice of the place, date, and house of a special meeting shall be delivered to each member entitled to vote at such meeting not less than thirty days before the date of such meeting. The purpose for which the special meeting is called shall be stated in the notice.

Section 3. Notice of Meetings

If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the Association.

ARTICLE V - BOARD OF DIRECTORS

Section 1. General Powers

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

Section 2. Composition

A. Number

The number of Directors shall be nine. Of the nine, the Past President and President shall be ex officio members. Consequently, a Director elected to the office of Vice President (President Elect) in the final year of his or her term shall be reappointed to the Board of Directors for a term of two years without standing for reelection. Additionally, a Director elected to the office of Vice President (President Elect) in the second to the last year of his or her term shall be reappointed for a term of one year, following the completion of his or her present term.

No more than one member representing each municipality, college or university campus, hospital or medical center, airport or other membership type shall serve concurrently as a member of the Board of Directors. If the results of an election would result in more than more than one member representing each municipality, college or university campus, hospital or medical center, airport or other membership type serving concurrently, the one seat allowance shall be allocated first to a sitting Board member from that employer who has not completed his or her term and then to the highest vote earner among the candidates affiliated with that employer. In the event of a tie, the outgoing Board of Directors will break the tie as dictated in the section of the Bylaws governing election of Board members.

All Directors shall be of the Regular or Affiliate membership classes. No more than four members of the Board shall be of the Affiliate membership class.

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Section 3. Term of Office

Except as hereinafter provided, the directors shall be elected for a term of two years. The elections shall be conducted in such manner that the terms of at least four directors expire each year. A director may be elected for only one year if required to fill an unexpired term or to otherwise ensure the alternation of terms of four elected directors each year. For the purpose of this section, a year shall correspond to the Association fiscal year.

Section 4. Election of Board Members

A. Nominations

At least sixty days before the election, the Secretary shall determine the number of vacancies to be filled. The Secretary shall advise the membership of the number of vacancies representing each membership class and solicit nominations to fill said vacancies. Members may only nominate individuals of their membership class. Self-nominations will be accepted.

The Nominating Committee augment member nominations as necessary to prepare a list of nominees including at least two more nominees than vacancies, and, when feasible, two nominees for each vacancy, 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 nominees from the membership the ratio of municipal, institutional, airport, and hospital members to the total membership. The Nominating Committee's final report shall be subject to approval of the Board of Directors.

B. Ballots

On or before the second Tuesday of November the Secretary shall forward to each member a ballot listing those individuals of the same membership class nominated according to the Bylaws.

C. Return of Ballots

Ballots shall be returned to the appropriate Board member and received on or before December first.

D. Required Votes

Those candidates receiving the highest number of votes sufficient to fill the vacancies declared under Section 4(A) of this Article, shall be declared elected. In the event of a tie for the final vacancy, the outgoing Board of Directors shall decide by a majority vote between the tied candidates and declare the candidate elected.

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 to refer to the membership.

F. Certification of Results

The Board shall meet in December of each year for the purpose of certifying election results.

Section 6. Meetings

A. Frequency of Meeting

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

Special meetings may be called by majority of the Board of Directors or by the President.

B. Notice of Meetings

Notice of special meetings of the Board of Directors shall be given at least ten days previously thereto by written notice to each director at the address shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in

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the United States mail. If notice is given by electronic mail (e-mail), such notice shall be deemed to be delivered when the e-mail is posted by the originator to the address shown by the records of the Association. Notice of any special meeting of the Board of Directors may be waived in writing by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where the Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except where otherwise provided, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

Notice of meetings shall also be provided to the general membership at least ten days previously thereto by electronic mail.

Section 7. Manner of Acting

Each director shall have one vote. Except where otherwise provided, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors; however, in no case shall a motion be passed unless there are at least five affirmative votes.

Votes may be cast by proxy for a member absent from the meeting at which the proxy vote is cast. Such proxy votes as the absent member may wish to cast must be specified in writing and shall be limited to items appearing on the formal agenda of that meeting. Such proxy votes must be submitted to the Secretary who shall cast the votes in accordance with the written instructions of the absent member.

Section 8. Quorum

Five directors shall constitute a quorum.

Section 9. Vacancies

When a vacancy on the Board of Directors occurs, it may be filled for the balance of the unexpired term by a member from the appropriate membership class selected by the Board. At no time shall the Board allow more than one vacancy at a time.

ARTICLE VI - OFFICERS

Section 1. General

The officers of the Association shall be: President, Vice President (President Elect), Secretary, Treasurer, and Past President. Such other officers and assistant officers as may be deemed necessary may be appointed by the Board of Directors. Any two offices may be held by the same person except the offices of the President and Treasurer.

Section 2. Election and Term of Office

The Board of Directors shall elect from its membership the Vice President (President Elect), the Secretary and the Treasurer of the Association. The election of the officers shall be at the first meeting of the newly elected Board of Directors which shall be called by the Past President during January of each year. All officers may be reelected to the same office or any other office which they have previously held, with the exception of the Treasurer, who may not be elected to that office for more than two consecutive two-year terms. Officers shall serve until the first meeting of the Board of Directors following the next annual election.

The Offices of the Past President and President are to be filled by the outgoing President and Vice President (President Elect), respectively. In the event that the President Elect should not continue to serve on the Board in the following year, the Board shall elect a President from its membership. In the event that the President should not continue to serve on the Board in the

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following year, the Board shall elect a Director to carry out the duties assigned to the Past President herein.

In the event that the Treasurer is elected to his/her office in the second year of his/her term as a director, the term as director shall automatically be extended by one year without having to sit for reelection.

Section 3. Removal

Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Association 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 officer of the Association. Subject to the direction and control of the Board of Directors, the President shall discharge all duties incident to the office of the President and such other duties as may be prescribed by the Bylaws and the Board of Directors.

Section 5. Vice President (President Elect)

The Vice President (President Elect) shall assist the President in the discharge of the duties of the office as the President may direct and shall perform such other duties as may be assigned by the President, the Board of Directors or these bylaws. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (President Elect) 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. Additionally, the Vice President (President Elect), having no personal interest in the election of the Board of Directors, shall be responsible for overseeing the election process. The Vice President (President Elect) may delegate responsibility for the elections process to the Secretary or another Director who is not standing for election.

Section 6. Secretary

The Secretary shall perform all duties incident to the office of the Secretary and such other duties as may be assigned by the President, the Board of Directors, or these bylaws. In the absence of the President and Vice President (President Elect), the Secretary shall preside.

Section 7. Treasurer

The Treasurer shall perform all duties incident to the office of the Treasurer and such other duties as may be assigned by the President, by the Board of Directors or by these bylaws.

Section 8. Past President

The Past President shall assist the President in the discharge of the duties of the office as the President may direct and shall perform such other duties as from time-to-time may be assigned by the President, by the Board of Directors or by these bylaws.

ARTICLE VII - COMMITTEES AND DIVISIONS

Section 1. General

Committees shall be established as provided in these bylaws. Except as otherwise provided, the President shall name the Chairperson of all committees, subject to the approval of the Board. Committee chairpersons are responsible for the appointment of members for their respective committees and for forwarding a list of appointments and resignations to their respective committees for inclusion in the minutes of next meeting of the Board of Directors. If a person specified by the Bylaws to act as Chairperson of a committee is unable or unwilling to act, the President shall appoint another member of the Association subject to the approval of the Board of

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Directors. Except as otherwise provided in the Bylaws, members of any class may be appointed to a committee.

Section 2. Executive Committee

The Executive Committee, comprised of the President, the Vice President (President Elect), the Secretary, the Treasurer, and the immediate Past President, shall meet as necessary at the call of the President for the purpose of conducting business between meetings of the Board of Directors. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Association, but all actions taken by the Executive Committee shall be reported to the Board of Directors at its next meeting and may be subject to confirmation by the Board of Directors.

Section 3. Nominating Committee

The Chairperson of the Nominating Committee shall be the Immediate Past President. Additional members shall consist of the Vice President (President Elect), and a first-year member. The Nominating Committee shall make nominations for the Board of Directors in accordance with Article IV, Section 4.

Section 4. Rules Committee

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

Section 5. Membership Committee

The Chairperson of the Membership Committee shall be the Past President. The Membership Committee shall conduct an annual and ongoing campaign to solicit new members from among parking professionals and other eligible interested individuals and organizations.

Section 6. Marketing Committee

The Marketing Committee shall be responsible for maintaining the Association web page, newsletters and other information associated with promoting the Association. The Marketing Committee shall work closely with committee chairs as necessary to support the work of their committees.

Section 7. Conference Committee

The Chairperson of the Conference Committee shall be the Vice President (President Elect). The Conference Committee shall be responsible for all matters as they relate to the annual conference and other annual events.

Section 8. Professional Development Committee

The Professional Development Committee shall be responsible for planning and coordination of Association-sponsored seminars and administration of scholarship funds provided by the Association.

Section 9. Other Committees

Additional standing committees may be established by Bylaw. Ad-hoc committees may be established by resolution of the membership, by resolution of the Board of Directors, or by the President subject to the approval of the Board of Directors. Subcommittees may be established by any committee chair as necessary to support the work of the committee.

ARTICLE VIII - AMENDMENTS

Except as otherwise provided, the power to alter, amend, or repeal the Bylaws and 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

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contain any provision for the regulation and management of the affairs of the Association not inconsistent with law or the Articles of Incorporation.

ARTICLE IX - RULES AND PROCEDURES

The rules contained in "Roberts Rules of Order, Revised" shall govern meetings of the Board of Directors and the membership in all cases in which they are applicable and in which they are not inconsistent with the Bylaws.

ARTICLE X - FISCAL YEAR

The Fiscal Year of the Association shall be from the first day of January to the thirty-first day of December. The Board of Directors shall appoint a Certified Public Accountant independent of the Association to audit the financial records and accounts of the Association and prepare an annual financial report. The report shall be summarized and read at the next annual meeting.

ARTICLE XI - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the State of Arizona Code for Nonprofit Associations or under the provisions of the Articles or the Bylaws of the Association, a 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.