ATSIP Executive Board Meeting
March 18th, 2015 at 1pmCDT/2pmEDT

ATTENDANCE:
Cynthia Burch, Maryland, President, university researcher
Nils King, Indiana, Past President, consultant
Tim Kerns, Maryland, 1st Vice President, university researcher
Allen Parrish, Alabama, (not present) 2nd Vice President, university
Bob Scopatz, Minnesota, Secretary, consultant
Chris Corea, Maryland, (not present) State Police
David Harkey, North Carolina (not present), university researcher
Kathleen Haney, Minnesota, State DPS
Cory Hutchinson, Louisiana, university researcher
Joe McCarthy, Colorado, consultant
Chris Osbourn, Tennessee, (not present) Department of Safety and Homeland Security
Bob Rasmussen, Virginia, Treasurer, State DOT
Eric Tang, Virginia, consultant
Rhonda Stricklin, Alabama, university researcher voted onto the Executive Board by a vote during this meeting.

Non-voting attendees:
Ralph Zimmer, Co-Parliamentarian
Jim Davis, Co-Parliamentarian
Kellee Fillinger, TSASS
David Bozak, InfoGroup
Hadi Shirazi, Louisiana
Ida Williams, Maryland
Pete D’Oronzio, P’d Programming

1. Call to Order, Attendance/Quorum, Introduction
   Bob Scopatz announced a quorum at 1:03 PM Central Time
   Cindy Burch called the meeting to order at 1:05 PM Central Time

2. Approval of Minutes from February 18th, 2015 Executive Board Meeting.
   Bob Rasmussen changed line 84 to read “$20,000 profit”.

MOTION:
Bob Rasmussen moved to accept the minutes of the February 18th, 2015 Executive Board Meeting as amended.
Bob Scopatz seconded.
Motion Approved

3. Board Vacancy: Cindy Burch
   Cindy announced that Barbara DeLucia has resigned from the ATSIP Board, Class of 2016. She nominated Rhonda Stricklin to fill the vacancy. This appointment will be in effect until the next meeting of the Association, at which time a person will be elected to serve the remainder of the term for this position in the Class of 2016.
MOTION:
Cory Hutchinson moved that we appoint Rhonda Stricklin to fill the vacancy created by Barbara’s resignation.
Tim Kerns seconded.
Motion approved.

4. 1st Vice President’s Report: Tim Kerns
Tim Kerns said that the contract negotiations are just about concluded with the Sheraton New Orleans.

Tim reported that he and Cindy had a meeting with the DOT|TRCC to talk about the Forum and their involvement. They said that they are fine with the theme of “advanced vehicle technology” and cautioned that they didn’t want to get too explicit about autonomous vehicles. They also said that they may have a smaller presence in the 2015 Forum due to travel constraints. They will have a larger presence in 2016. They expressed that they are happy with the direction of the Forum.

5. Treasurer’s Report: Bob Rasmussen
Bob Rasmussen presented the February Financial Report. A copy of the report is appended to the members’ copy of these minutes.

MOTION
Bob Scopatz moved to approve the February Financial Report.
Tim Kerns seconded.
Motion Approved.

6. Liaison Reports:
FMCSA: FHWA: NHTSA: TRB: GHSA:
No liaisons present.

7. Committee Reports:
Membership (Bob Rasmussen)
No Report

Outreach (Hadi Shirazi/Tim Kerns)
Hadi Shirazi said that we have two things to focus upon. 1) Meet with the TRCC groups – this is being scheduled through NHTSA. Hadi said that he heard this through the FHWA Office of Safety (Esther Strawder) 2) Meet with the LTAP groups – no progress on this yet. There is an annual meeting, and it might move to twice a year.

8. 2nd Vice President’s Report: Allen Parrish
Rhonda Stricklin reported that the 2015 Forum Committee met last week via teleconference. She invited others to join. The key points for discussion are:
a) Establishing a new sponsorship level because we have some vendors who are
interested in putting in more money than the $5000 Gold Level. We already have a Platinum Sponsor at $10,000. We would like to propose a $7500 level that has the same benefits as the Gold, plus those sponsors could be named as a sponsor of all three breakfasts during the Conference. We would like to have up to 3 sponsors at this $7,500 level. Rhonda spoke with Pete D’Oronzio about the naming of this new level. – Rhonda proposed that we call this new level “Gold” and the rename the $5000 level as “Silver”, and the lowest level as “Bronze”.

Bob Scopatz suggested that we not call it “sponsorship” of the meals, but just have it be a benefit of the sponsorship that their logo will be on the placards for the breakfasts, or breaks, etc. Rhonda will change the language on the information.

Ida Williams asked if the sponsors would be interested in doing this in the future. Pete D’Oronzio said that these levels would work for his company and would be welcomed by other companies. He further suggested that we should NOT limit the number of sponsors at each of the sponsorship levels. Ida clarified that she was asking about whether this is a one-time vote or if the Board is going to make changes for the future. Rhonda and Pete both said that it should be changed for next year and expanded. Cindy said that this is a good way to build sponsorships in the future. We should make the structural changes for 2016 so we can advertise them to potential sponsors and not change it after we’ve got sponsors signed on with a specific set of benefits listed.

Rhonda Stricklin moved that we create the new sponsorship level at $7,500 and rename the sponsorship levels to be Platinum ($10,000), Gold ($7,500), Silver ($5,000) and Bronze ($2,600). The new level will be limited to 3 sponsors. Cory Hutchinson seconded.

Motion Approved.

[NOTE: Based on the discussion, this motion applies to 2015 and beyond. – RAS]

Rhonda said that the call for presentations went out today. Please forward it to anyone who might be interested. They will send it to university transportation centers.

Dave Bozak asked if we have good contacts with the California TRCC and the highway safety office. Rhonda said we are covered there. Eric Tang said that he’s provided some contacts and potential speakers. California said that they are hopeful to have approval for in-state travel so that the host state attendance will be higher than in prior times when the forum was held in California.

9. TSASS Update

Kellee Fillinger reported that she is participating in the Forum Planning meetings. The call for papers went out this morning and the online abstract submission is live now. The Best Practices awards process is changing this year – there’s a check box on the abstract submission now.

The ATSIP website needs updating. Kellee will send an email requesting updated
information from the Board members to get their profiles. She especially needs
information from the three newest Board members (Cory, Joe, and Rhonda).

The TR Forum website is up to date. Kellee needs to know the date we want to open
registration.

10. Old Business

A. Constitution Amendments
In January, we discussed potential amendments to the Constitution. Cindy sent a memo
update on March 17. There are 8 proposed amendments (see text appended to these
minutes). Ralph went through the amendments, and said that the Executive Board must
vote on whether or not they should be submitted to the ATSIP membership for approval.

MOTION:
Bob Scopatz moved that we submit amendments 1 and 2 (dealing with proxy voting)
to the ATSIP membership.
Tim Kerns seconded
Motion Approved.

MOTION:
Bob Rasmussen moved that we submit amendment 3 (allowing separation of the
Membership and Outreach committees) to the ATSIP membership for approval.
Joe McCarthy seconded
Motion Approved.

MOTION:
Rhonda Stricklin moved that we submit amendment 4 (removal of mentions of
direct and indirect references to “Associate Member” level) to the ATSIP
membership for approval.
Bob Rasmussen seconded
Motion Approved.

MOTION:
Joe McCarthy moved that we submit amendment 5 (dealing with the appointment
of parliamentarians) to the ATSIP membership for approval.
Rhonda Stricklin seconded
Motion Approved.

MOTION:
Rhonda Stricklin moved that we submit amendment 6 (to make it clear what is a
super-majority of the Executive Board to the ATSIP membership for approval.
Bob Rasmussen seconded
Motion Approved.

MOTION:
Bob Scopatz moved that we submit amendment 7 (eliminating Article XII —
Transition) to the ATSIP membership for approval.
Bob Rasmussen seconded.
Motion Approved.

NOTE:
No-one moved that we submit amendment 8 (dealing with reducing the quorum) to the ATSIP membership for approval.
The amendment will not be sent to the membership for approval.

Ralph Zimmer stated that unless the board objects the membership will be told the Board recommends approval of these proposed amendments upon which they are voting. No objections were raised. Jim Davis stated that the memo appended to these minutes has some spelling errors which will be corrected in the ballot sent to the members for their vote.

B. Dues policy for group rates.
Jim Davis put together a proposal to change the Affiliate (organizational group) dues (see text appended to these minutes). He said that at our October meeting it was pointed out that the Affiliate dues were actually higher than it would cost for the equivalent number of members to join individually. The proposed changes are to reduce the prices at each level and increase or decrease the number of memberships covered at each price level.

The new proposal is:

<table>
<thead>
<tr>
<th>Level</th>
<th>Price</th>
<th># memberships included</th>
</tr>
</thead>
<tbody>
<tr>
<td>Affiliate</td>
<td>$100 / year</td>
<td>Five</td>
</tr>
<tr>
<td>Supporting Affiliate</td>
<td>$200 / year</td>
<td>Ten</td>
</tr>
<tr>
<td>Sponsoring Affiliate</td>
<td>$500 / year</td>
<td>Twenty-five</td>
</tr>
</tbody>
</table>

The individual memberships associated with the payment of affiliate dues may be either at the grade of Member or Fellow. However, the individuals involved must fully comply with all Constitutional requirements for the respective grade of membership including approval by the Board. Bob Rasmussen said that we may lose a fair amount of money if the organization includes people at the Fellow level.

MOTION:
Tim Kerns moved to accept this fee structure.
Bob Rasmussen seconded.
Motion approved with Cindy Burch casting the sixth and deciding vote.

11. New Business
Ralph Zimmer said that anyone wishing to make a nomination for the ATSIP awards (Scott Falb Exceptional Service; ATSIP Distinguished Achievement) should talk to Ralph or Bob Scopatz.

[NOTE: Ralph Zimmer requested that the electronic version of the minutes add a line to the effect that Emeritus Membership nominations should also be considered during this time period and process – RAS]

12. Next meeting April 15th, 2015 (Teleconference Call)

13. Adjourn

MOTION

Cory Hutchinson moved to adjourn.
Bob Rasmussen seconded.
Motion Approved.

Meeting adjourned at 2:38 Central Time

Submitted as Draft for Review on 03/18/2015 by Robert A. Scopatz, Secretary
Submitted as Draft for Approval on 3/25/2015 by Robert A. Scopatz, Secretary
MEMORANDUM

TO: Cindy Burch, ATSIP President  
    ATSIP Executive Board

FROM: Ralph W. Zimmer, Co-Parliamentarian

DATE: March 17, 2015 amendment of original March 10, 2015

SUBJECT: Possible Amendments to ATSIP Constitution

For your review and decision, appended to this memorandum are eight proposed amendments to the ATSIP Constitution. Jim Davis and I collaborated on the preparation of the list of proposed amendments and the wording of those amendments. Jim prepared the addendum for your review.

The decision the Board needs to make is which, if any, of these amendments to submit to the entire membership for its consideration and vote. (You may recall the Board now has the authority to amend the Association’s Articles of Incorporation but it does not have the authority to amend the Constitution. The normal process for amending the Constitution is for the Board to authorize a vote of the membership on one or more proposed amendments and then the full membership will decide whether to make those particular amendments or not.

For your convenience, we have arbitrarily numbered the eight suggestions as follows:

1. Eliminate use of proxies at Board meetings (to comply with State law)
2. Allow proxies at Association meetings (to comply with State law)
3. Allow Membership and Outreach Committee to be combined or separated
4. Clean up residual language from days of Associate Members
5. Allow President to appoint zero or multiple parliamentarians as desired
6. Clarify Constitutional requirements for “super majority” votes
7. Delete the long-outdated Transition Article in the Constitution
8. Reduce the quorum requirements at Board meetings

NOTE.: The changes made in this March 17 memorandum from what was in the original March 12 memorandum are: (1) the descriptive title of Amendment #6 found above was changed, (2) the proposed language for Amendment #6 was changed by adding three words at the end of subsection (c) and adding a brand new subsection (d), and (3) line numbering was added to assist in Board discussions.
Possible Amendments to the ATSIP Constitution, March 2015
(line numbers refer to the 10/20/2012 version of the Constitution)

1. Remove the references to proxies at Board meetings (conflicts with Minnesota law)

Section 5 – Voting

(a) An Executive Board member who is unable to participate in any portion of a Board meeting may give whatever speaking and voting rights they have to any specifically designated person by submitting a written proxy to the Secretary or other person specifically authorized to receive a notice of proxy. The person to whom the proxy rights are being granted must meet the same requirements for Association membership and grade of membership that the person giving the proxy had to meet in order to qualify for Executive Board membership.

(b) A simple majority of the entire then-current voting membership of the Board shall constitute a quorum for Board action. Valid proxies submitted by voting members shall be counted in determining the presence or absence of a quorum.

(c) Votes may be taken by letter ballot, electronic mail, or equivalent methods, but are discouraged because they do not allow interaction between the members on the issue in question. However, they are permitted as long as two conditions are met. First, there is an extra burden on those disseminating the ballot to adequately and fairly state both sides of the issue in question. Second, the balloting process shall be structured such that any member wishing to do so shall have adequate and reasonable time after receiving the ballot to contact other members and attempt to influence their votes before they are counted. Proxies are not allowed with this method of voting.

(d) Should any motion or proposal receive the required majority of the votes cast but, due to some members not voting, receive favorable votes from fewer than forty (40) percent of the total then-current voting membership of the Board, action on that motion or proposal shall not be considered final. In such an instance, the President shall require that a letter or similar ballot be taken or that the motion be tabled for consideration at the next Board meeting.

Proposed Language (subsection (a) above removed)

Section 5 – Voting

(a) A simple majority of the entire then-current voting membership of the Board shall constitute a quorum for Board action.
(b) Votes may be taken by letter ballot, electronic mail, or equivalent methods, but are discouraged because they do not allow interaction between the members on the issue in question. However, they are permitted as long as two conditions are met. First, there is an extra burden on those disseminating the ballot to adequately and fairly state both sides of the issue in question. Second, the balloting process shall be structured such that any member wishing to do so shall have adequate and reasonable time after receiving the ballot to contact other members and attempt to influence their votes before they are counted. Proxies are not allowed with this method of voting.

(c) Should any motion or proposal receive the required plurality of the votes cast but, due to some members not voting, receive favorable votes from fewer than forty (40) percent of the total then-current voting membership of the Board, action on that motion or proposal shall not be considered final. In such an instance, the President shall require that a letter or similar ballot be taken or that the motion be tabled for consideration at the next Board meeting.

NOTE: The wording cited above as the proposed language for Section 5(a) would be modified if the quorum requirement were changed by the adoption of another amendment (see #8 at the end of this document)

2. Remove language prohibiting proxies at Association meetings (conflicts with MN law) – line 660

Current language:

Section 3 – Voting

(a) Proxies are not allowed in votes at meetings of the Association.

(b) At any meeting of this Association, twenty (20) percent of the total number of Voting Members in good standing shall constitute a quorum for Association action.

(c) With the approval of the Board, the membership of the Association may be polled by a letter or electronic ballot as long as the Board is comfortable with the integrity of the process used and the validity of the ballots received. Submitted ballots must comply with all requirements and instructions to be counted. Approval by ballots taken in this manner on issues other than amending this Constitution shall require an affirmative vote by a majority of the votes received as long as the total number of votes received is at least twenty (20) percent of the total number of Voting Members in good standing.

(d) For votes taken by electronic ballot, there is an extra burden on those disseminating the ballot to adequately and fairly state both sides of the issue in question. Second, the balloting process shall be structured such that any member wishing to do so
shall have adequate and reasonable time after receiving the ballot to contact other
members and attempt to influence their votes before they are counted.

Proposed Language (subsection (a) above removed)

Section 3 – Voting

(a) At any meeting of this Association, twenty (20) percent of the total number of Voting
Members in good standing shall constitute a quorum for Association action.

(b) With the approval of the Board, the membership of the Association may be polled by a
letter or electronic ballot as long as the Board is comfortable with the integrity of the
process used and the validity of the ballots received. Submitted ballots must comply with
all requirements and instructions to be counted. Approval by ballots taken in this
manner on issues other than amending this Constitution shall require an affirmative vote
by a majority of the votes received as long as the total number of votes received is at least
twenty (20) percent of the total number of Voting Members in good standing.

(c) For votes taken by electronic ballot, there is an extra burden on those disseminating the
ballot to adequately and fairly state both sides of the issue in question. Second, the
balloting process shall be structured such that any member wishing to do so shall have
adequate and reasonable time after receiving the ballot to contact other members and
attempt to influence their votes before they are counted.

3. Allow the Membership and Outreach committees to be separate – line 766

Current Language:
Permanent Committees are committees whose assigned tasks are ongoing and which are
expected to continue indefinitely. Permanent Committees can only be created or
dissolved by amending this Constitution. The Permanent Committees are: (1)
Membership and Outreach and (2) Strategic Planning.

Proposed Language
Permanent Committees are committees whose assigned tasks are ongoing and which are
expected to continue indefinitely. Permanent Committees can only be created or
dissolved by amending this Constitution. The Permanent Committees are: (1)
Membership and (2) Outreach and (32) Strategic Planning. The Membership and
Outreach committees may be combined if the Board sees fit.

4. Remove explicit and implicit references to “Associate Member” (incomplete prior
amendment)
Current language: - line 122

Membership shall consist of Fellow and Member grades. All members shall be equally entitled to all privileges of the Association excepting that only Fellows shall be eligible to hold office as President or Vice President.

Proposed Language
Membership shall consist of Fellow and Member grades. All members shall be equally entitled to all privileges of the Association excepting that only Fellows shall be eligible to hold office as President or Vice President.

Current language – line 793:
(a) Committee chairpersons should be Voting Members of the Association holding the grade of Fellow or Member. Members of committees should be Voting Members of the Association.

Proposed Language
(a) Committee chairpersons and Members of committees should be Voting Members of the Association.

5. Clarify that appointment of parliamentarian(s) is optional

Current Language – line 315 listing duties of the President
Appoint a Parliamentarian to provide parliamentary, Constitutional, and related advice primarily to the President but also to the Executive Board and the entire Association. The person so appointed shall neither acquire nor lose any voting rights by virtue of the appointment but does have speaking rights at Board and Association meetings.

Proposed Language
If desired, appoint one or more Parliamentarians to provide parliamentary, Constitutional, and related advice primarily to the President but also to the Executive Board and the entire Association. The person(s) so appointed shall neither acquire nor lose any voting rights by virtue of the appointment but does have speaking rights at Board and Association meetings.

Also, at line 493 make parliamentarian plural: parliamentarian(s)

Proposed Language

6. Clarify “entire membership” of the Board – lines 57, 228, 229, 475, 592 and 606

Current language
“Of the entire then-current membership” or very similar language

Proposed language
Standardize those lines to read “of the entire then-current voting membership”

And add two new subsection (c) and (d) near line 506:
(c) The term "entire then-current voting membership" refers to the total number of individuals authorized to vote on the Board at any given point in time. This number would normally be fourteen (five officers and nine At-Large members) but might be temporarily less due to death, resignation, removal from office, or other reason other than absence.

(d) Any Constitutional requirements for a two-thirds vote of the "entire then-current voting membership" may not be suspended but can only be changed by amending the Constitution.

7. Eliminate the Transition Article – Article XII – line 876

Current Language:
ARTICLE XII – Transition
Section 1 – General Provision
With the announced intention of the National Safety Council to terminate its relation with the Association, the Association must transition to a new organizational structure. To ensure a successful transition, the Executive Board needs maximum flexibility until the organization finds steady, predictable waters. During this transition period, therefore, the Executive Board is hereby authorized to temporarily waive or modify any of the provisions of this Constitution. Such actions must be reasonable, prudent, and justifiable and shall remain in effect for as brief a period as possible.

Section 2 – Specific Provisions
(a) In spite of what this document says or implies, the existing relationship with the National Safety Council as embodied in the January 17, 2007 amended Constitution of the Association remain in effect until the relationship with the Council is officially terminated.

(b) The 1/17/07 Constitution calls for an Annual Meeting. That meeting will be July 15, 2009, at the International Forum in Phoenix. This re-statement of the Constitution calls for an Annual Announcement of Election Results. That Announcement will occur at the July 15 Annual Meeting.

(c) The reduction in the number of At-Large Members of the Executive Board shall be phased in and is not immediate. No individuals previously elected to the Classes of 2009, 2010, and 2011 and no individuals officially nominated by the Committee on Nominations in early 2009 for At-Large Members of the Executive Board (either to the new Class of 2012 or to fill vacancies on the Classes of 2010 and 2011) shall be forced off the Board prior to reaching their respective tenure limits. The same “protection” shall extend to any individuals nominated by petition in the spring of 2009. However, as natural attrition occurs (by resignation or by exhausting tenure, the size of each of the three classes shall be reduced to three members each at the earliest opportunity.
(d) The Executive Board may make any adjustment it wishes in the dues structure to “cover” the second half of 2009.

**Proposed Language:** None (entire Article to be completely removed).

8. Reduce the Quorum requirement for Board votes – line 592

**Current Language**

(a) A simple majority of the entire then-current voting membership of the Board shall constitute a quorum for Board action.

**Proposed language**

(a) Forty percent of the entire then-current voting membership of the Board shall constitute a quorum for Board action.
Executive Board Policy #1 – Dues

Annual dues by membership grade shall be as follows:

Fellow: $50
Member: $25
Emeritus: $0

Affiliate Organization:

(a) Affiliate Organization: $100

Affiliate Organizations are entitled to a listing as such on the ATSIP web page.

An Affiliate Organization may name up to five individuals whose membership fees shall be waived. Admission to membership and grade of membership are subject to the terms of the ATSIP Constitution. Additional individuals may have their membership fees waived for an additional fee equal to the current member-level membership fee for each additional individual.

(b) Supporting Affiliate Organization: $200

Supporting Affiliate Organizations are entitled to a listing as such on the ATSIP web page and in the annual Traffic Records Forum literature.

A Supporting Affiliate Organization may name up to ten individuals whose membership fees shall be waived. Admission to membership and grade of membership are subject to the terms of the ATSIP Constitution. Additional individuals may have their membership fees waived for an additional fee equal to the current member-level membership fee for each additional individual.

(c) Sponsoring Affiliate Organization: $500

Sponsoring Affiliate Organizations are entitled to a listing as such on the ATSIP web page and in the annual Traffic Records Forum literature.

A Sponsoring Affiliate Organization may name up to twenty five individuals whose membership fees shall be waived. Admission to membership and grade of membership are subject to the terms of the ATSIP Constitution. Additional individuals may have their membership fees waived for an additional fee equal to the current member-level membership fee for each additional individual.