

**Pacific Intermountain Parking & Transportation Association
BYLAWS**

ARTICLE I – NAME & ASSOCIATION

The name of the organization shall be the Pacific Intermountain Parking & Transportation Association, hereinafter referred to as the “Association”. This Association is a nonprofit Association for the public benefit and is chartered under the provisions of Alaska Statutes 10.20. 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 this 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 Alaska, Colorado, Hawaii, Idaho, Montana, Oregon, Utah, Washington, Wyoming and contiguous areas of the Northwest.

It is the specific intent of this Association to provide an open forum for discussion of common problems, sharing information and technical knowledge, and staying abreast of parking and transportation related issues.

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 three classes of membership: Regular, Associate, and Affiliate. To be eligible in any class in addition to other requirements as set forth in these bylaws, the purpose of a member must not be in conflict with the objectives of the Association.

A. **Regular Members** shall be municipalities and other government bodies, parking authorities, boards, bureaus, commissions, departments, colleges, universities, airports, hospitals, private 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. **Associate Members** shall be additional representatives of the Regular or Affiliate, Members or any other individual, association or organization that the Board of Directors may elect.

C. **Affiliate Members** shall be associations, consultants, 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.

D. **Frontline/Student Members** shall be individuals who qualify for membership in the Regular or Affiliate membership classes and are classified as “non-exempt” under the Fair Labor Standards Act and that have no supervisory responsibilities. Members of this class may also be a student engaged in an educational two or four year degree accredited program. Student members cannot be presently employed in the parking, transportation, or supporting industries except for positions classified as student employment by the institution they are attending.

Section 2. Voting Rights

Only Regular and Affiliate Members shall have the right to vote on any matter submitted to a vote of the members. Regular and Affiliate Members shall have one vote which may be exercised on its behalf by its named Associate Member.

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 which right may be exercised on its behalf by its named Associate Member. 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. 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. 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.

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

D. 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. Annual Business Meeting

The annual business meeting may consist of one or more sessions at the annual

meeting for the purpose of selecting directors and such other business as may come before the meeting.

Section 3. 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 4. 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 minimum number of Directors shall be ten, and the maximum shall be 13. The number of Directors, whether being increased or decreased, shall be fixed by resolution of the Board of Directors. Along with officers, there shall be three types of Directors: Regular Member Directors, the Immediate Past President Director, and Affiliate Directors. Affiliate members shall fill a minimum of two (2) positions on the Board.

No decrease in the number of Directors shall have the effect of shortening the term of any Director. In the event that the number of Directors is increased and new Directors are appointed, the term will extend to the next annual meeting of the Directors.

B. Qualifications

Except as provided in this Article, only Regular and Affiliate Members may be elected to, or serve as a member of, the Board of Directors. 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.

Section 3. Term of Office

Except as hereinafter provided, the directors shall be elected for a term of three years. The elections shall be conducted in such a manner that the terms of approximately one third of directors expire each year. If a director is elected to fill an unexpired term after a resignation, their term will only be for the remainder of that unexpired term.

For the purpose of this section, a year shall comprise the period from the end of one annual meeting to the end of the next annual meeting.

Section 4. Election of Board Members

A. Nominations

At least ninety days before the annual meeting, the Secretary shall determine the number of vacancies to be filled and the terms of office thereof.

The Nominating Committee shall prepare a list of nominees providing 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.

The Secretary shall submit to the Regular Members, at least sixty days before the annual meeting, the list of nominees prepared by the Nominating Committee.

B. Additional Nominations

Additional nominees may be nominated by a written submission to the Secretary by five Regular Members in good standing. Such written submission must be accompanied by the written consent of the nominee and must be submitted to the Secretary not later than forty days prior to the annual meeting.

C. Ballots

Not later than twenty days before the annual meeting the Secretary shall forward to all Regular Members a ballot listing those individuals of the appropriate membership class nominated according to these bylaws.

D. Return of Ballots

Ballots shall be returned to the Secretary prior to the election at the annual meeting.

E. Required Votes

Those candidates receiving the highest number of votes sufficient to fill the number of 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.

F. 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 canvass by mail.

Section 5. Election of Affiliate Members

The method of election of Affiliate Members of the Board of Directors shall be held in accordance with Section 4 of this Article.

In preparation of its list of nominees for Affiliate members of the Board of Directors, the nominating committee may solicit nominees from among all members in good standing of this membership class. The Nominating Committee's final list of nominees for each position shall contain no more than five nominees.

Section 6. Meetings

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.

Section 7. Special Meetings

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

Section 8. Notice

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 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. Notice of any special meeting of the Board of Directors may be waived in writing signed 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 a 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 of waiver or notice of such meeting, unless specifically required by law or these bylaws.

Section 9. 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 a number of affirmative votes equal to a majority of Directors, i.e. equal to a quorum.

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 10. Quorum

A majority of directors shall constitute a quorum.

Section 11. 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.

ARTICLE VI - OFFICERS

Section 1. General

The officers of the Association shall be: President, Vice President, Secretary, Treasurer, and Immediate 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 President, the Vice President, 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 President as soon as feasible, and in any case not more than sixty days after the annual business meeting. All officers may be reelected to the same office or any other office which they have previously held, with the exception of the President, who may not be elected to that office for more than two consecutive one-year terms.

Officers shall serve until the first meeting of the Board of Directors following the next annual election.

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 elected 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

The Vice 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. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President 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.

Section 6. Secretary

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

Section 8. Immediate Past President

The Immediate Past President will act as a consultant to the current Officers of the Association. The Immediate Past President may serve on committees as determined by these bylaws or by the President. The Immediate Past President will remain active on all issues, remain a part of the Executive Committee, and maintain active status as a voting member of the Board of Directors. The term of the Immediate Past President will end at the point of succession of the office of President. In the event that the outgoing President or the incumbent Immediate Past President is unwilling or unable to serve as Immediate Past President, the position will remain vacant until another succession of the office of President occurs.

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 and members of all committees provided, however, that the President may delegate to the Chairperson of any committee the appointment of additional members. 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 subject to the approval of the Board of 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, 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 Secretary. Additional members, appointed by the President, shall consist of a first-year member of the Board of Directors, an Association regular member and an Association affiliate member. The Nominating Committee shall make nominations for the Board of Directors in accordance with Article IV, Section 4.

Section 4. Rules Committee

The Chairperson of the Rules Committee shall be a Regular or Affiliate member appointed by the President subject to the approval of the Board of Directors. The Chairperson shall appoint members of the Rules Committee to serve for one year. The Rules Committee shall regularly review the Articles and bylaws of the Association and may recommend changes or amendments to the Board of Directors. Any proposed business, which affects the Articles or bylaws, may be referred to the Rules Committee for report.

Section 5. Membership Committee

The Chairperson of the Membership Committee shall be appointed by the president subject to approval of Board of Directors. 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 Chairperson of the Marketing Committee shall be a Regular Member appointed by the President subject to approval of the Board of Directors. 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 the officers and chairs of committees to develop material necessary for the good of the Association.

Section 7. Conference Committee

The Chairperson of the Conference Committee shall be the Vice President. The Treasurer will be a participating member of the Conference Committee. The Conference Committee shall be responsible for all matters as they relate to the annual conference and other annual events.

Section 8. Scholarship Committee

The Chairperson of the Scholarship Committee shall be appointed by the President subject to approval of the Board of Directors. The Treasurer will be a participating member of the Scholarship Committee. The Scholarship Committee, subject to funding availability, shall conduct an annual and ongoing campaign to solicit scholarship applicants as outlined in the scholarship program. The Scholarship Committee shall make recommendations to the Board regarding the award of scholarships and the Board shall authorize the award.

Section 9. Other Committees

Standing committees, other than those presently established may be established by bylaw.

Special committees may be established by bylaw, 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.

ARTICLE VIII - AMENDMENTS

Except as otherwise provided, the power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. Such action may be taken at a regular meeting, or at a special meeting for which written notice of the purpose shall be given. The bylaws may contain any provision for the regulation and management of the affairs of the Association not inconsistent with law or the Articles of Incorporation.

ARTICLE IX - RULES AND PROCEDURES

The rules contained in "Roberts Rules of Order, Revised" shall govern the meeting of the Board of Directors 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 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 business meeting.

ARTICLE XI - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the State of Alaska Statutes 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.

CERTIFICATE AND ARTICLES OF INCORPORATION

Alaska Entity #: 98912

**State of Alaska
Department of Commerce, Community, and
Economic Development
Corporations, Business and Professional Licensing**

**CERTIFICATE
OF
INCORPORATION
Nonprofit Corporation**

THE UNDERSIGNED, as Commissioner of Commerce, Community, and Economic Development of the State of Alaska, hereby certifies that Articles of Incorporation duly signed and verified pursuant to the provisions of Alaska Statutes has been received in this office and have been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce, Community and Economic Development, and by virtue of the authority vested in me by law, hereby issues this certificate to

Northwest Parking Association

and attaches hereto the original copy of the Articles of Incorporation for such certificate.



IN TESTIMONY WHEREOF, I execute this certificate and affix the Great Seal of the State of Alaska on **February 3, 2006**.

William C. Noll
Commissioner

AK Entity #: 98912
 Date Filed: 02/03/2006 01:11 PM
 State of Alaska
 Department of Commerce



Department of Commerce, Community, and Economic Development
 Corporations, Business and Professional Licensing
CORPORATIONS SECTION
 PO Box 110608
 Juneau AK 99811-0808

ARTICLES OF INCORPORATION
 Nonprofit Corporation

The undersigned natural person(s) of the age of 18 years or more, acting as Incorporator(s) of a corporation under the Alaska Statutes (AS 10.20) hereby executes the following document and sets forth:

Article 1. Name of the Corporation: The name of a corporation may not contain a word or phrase that indicates or implies that it is organized for a purpose other than one or more of the purposes contained in the articles of incorporation of the corporation.

Northwest Parking Association

Article 2. The period of duration, which may be perpetual: **ARTICLE 3. The purpose for which the Corporation is organized:**

December 31, 2006 *perpetual* see attached

Article 4. Provisions, not inconsistent with law, which the incorporators elect to set out in the articles of incorporation for the regulation of the internal affairs of the corporation, including provision for distribution of assets on dissolution or final liquidation:

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Article 5. Registered Agent Name and Address (The Registered Agent of the corporation must have an address in Alaska):

Name:	Kevin Kinney		
Mailing Address:	700 W 6th Avenue, Suite 206		
Physical Address if Mailing Address is a Post Office Box:			
	City: Anchorage	AK	ZIP Code: 99501



Article 6:

The number of directors constituting the initial board of directors: (The number of initial directors must be at least 3.)	9
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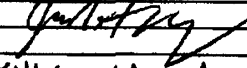
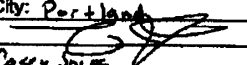
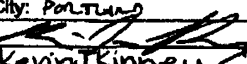
The names and mailing address of the persons who are to serve as the initial directors:

Name:	Judith Gray
Mailing Address:	Kittelson & Associates, Inc. 610 SW Alder St Suite 700
City:	Portland
State:	OR
ZIP Code:	97205
Name:	Casey Jones
Mailing Address:	Bureau of General Services, City of Portland 1120 SW 5th Ave. Room 1204
City:	Portland
State:	OR
ZIP Code:	97209
Name:	Kevin Kinney
Mailing Address:	700 W 6th Ave., Suite 206
City:	Anchorage
State:	AK
ZIP Code:	99501

If more than three initial directors, attach an additional sheet.

Article 7. Three or more natural persons at least 19 years of age may act as incorporators of a corporation by signing and delivering in duplicate to the commissioner articles of incorporation for the corporation.

Signature, Name and mailing address of each incorporator:

Signature:	
Printed Name:	Judith Gray
Mailing Address:	Kittelson & Associates, Inc. 610 SW Alder St, Suite 700
City:	Portland
State:	OR
ZIP Code:	97205
Signature:	
Printed Name:	Casey Jones
Mailing Address:	Bureau of General Services, City of Portland 1120 SW 5th Ave. Room 1204
City:	Portland
State:	OR
ZIP Code:	97209
Signature:	
Printed Name:	Kevin Kinney
Mailing Address:	700 W 6th Ave., Suite 206
City:	
State:	
ZIP Code:	

Signed by the incorporators this 14 day of September, 2005

Attach additional pages for continuation of previous article and/or additional articles. Please indicate which article you are continuing and/or insert any desired additional provisions authorized by the code by adding additional articles here (see optional provisions in the instructions).

If you have specific legal questions or concerns about this filing, you are strongly advised to consult an attorney or other professional to assist you. Mail the filing and the \$50.00 filing fee (in U.S. dollars) to:

State of Alaska
Corporations Section
PO Box 110808
Juneau AK 99801

For additional information or forms please visit our web site at: www.corporations.alaska.gov

ARTICLE 3. The purpose for which the Corporation is organized:

PURPOSE

The purpose of this 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 and provinces of Alaska, British Columbia, Hawaii, Idaho, Montana, Oregon, Washington and contiguous areas of the Northwest.

**DISCLOSURE OF CORPORATE PURPOSE USING THE
NORTH AMERICAN INDUSTRY CLASSIFICATION SYSTEM
(NAICS)**

A separate Disclosure of Corporate Purpose must be attached to the Articles of Incorporation which most closely describes the activities of the corporation. The NAICS Code must not conflict with the purpose listed in the Articles of Incorporation.

The 6-digit NAICS industry grouping code which most clearly describe the initial activities of the corporation is:

813920