

**BY-LAWS**  
**OF**  
**ALLIANCE FOR TOLL INTEROPERABILITY**  
**ARTICLE I**  
**Meetings of Members**

**Section 1.** The annual meeting of the members of the corporation shall be held at the registered office of the corporation, or at such place, within or without the State of Louisiana, as may be determined by the Board of Trustees, or as may be determined by the Chair of the Board of Trustees if the Board of Trustees has not determined the place of the meeting, and shall be designated in the notice of said meeting, on the third Thursday in October of each year (provided, however, if said day be a legal holiday, then on the next succeeding day not a legal holiday), at 4:00 p.m. ET, or at such other date and hour as may be determined by the Board of Trustees or as may be determined by the Chair of the Board of Trustees if the Board of Trustees has not determined the date and hour of the meeting, and as shall be designated in the notice of said meeting, for the purpose of electing trustees and for the transaction of such other business as may properly be brought before the meeting.

**Section 2.** Special meetings of the members for any purpose or purposes, unless otherwise provided by law or by the Articles of Incorporation, may be held at any place, within or without the State of Louisiana, and may be called by a resolution duly adopted by a majority of the members of the Board of Trustees or by the Chair of the Board of Trustees and shall be called by the Chair of the Board of Trustees or the Secretary at the request in writing by a majority of the members. Such request shall state the purpose or purposes of the proposed meeting.

**Section 3.** Notice of the purpose or purposes and of the time and place of every meeting of the members shall be in writing and signed by the Chair of the Board of Trustees or Secretary/Treasurer or an Assistant Secretary and a copy thereof shall be served either personally or by mail, not less than 10 nor more than 60 days before the meeting, upon each member. If mailed, such notice shall be directed to each member at his last known address.

**Section 4.** Each member shall be entitled to one vote and a majority of the members present in person, by telephony or represented by proxy, (except that no proxy shall be considered in determining the presence of a quorum at any meeting held for the purpose of electing or removing trustees) shall be requisite and constitute a quorum at all meetings of the members for the transaction of business except as otherwise provided by law, the Articles of Incorporation or these By-Laws. Adjournments of any annual or special meeting of members may be taken without new notice being given, unless a new record date is fixed for the adjourned meeting, but any meeting at which trustees are to be elected shall be adjourned only from day to day until such trustees have been elected.

**Section 5.** When a quorum is present or represented at any meeting, the vote of a majority of the members present in person or represented by proxy (except that voting by proxy shall not be permitted for the election or removal of trustees) shall decide any question brought before such meeting, unless the question is one upon which, by express provision of law, the Articles of Incorporation or these By-Laws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

**Section 6.** Meetings of the members shall be presided over by the Chair of the Board of Trustees, or if he is not present, by the Vice Chair of the Board of Trustees, but if neither the

Chair nor Vice Chair is present, the meetings shall be presided over by a chair to be chosen at the meeting. The Secretary/Treasurer of the corporation, or in his absence, an Assistant Secretary, shall act as Secretary of every meeting, but if neither the Secretary/Treasurer nor an Assistant Secretary is present, the meeting shall choose any person present to act as Secretary of the meeting.

**Section 7.** Notice of a meeting need not be given to any member who waives notice and attendance at any meeting shall constitute a waiver of notice except for a member who, at the beginning of the meeting, objects to the transaction of any business because the meeting is not lawfully called or convened.

**Section 8.** The order of business at all meetings of the members shall be as follows:

- (a) Calling of meeting to order
- (b) Election of chair and the appointment of a Secretary, if necessary
- (c) Presentation of proof of the due calling of the meeting
- (d) Presentation and examination of proxies
- (e) Settlement of the minutes of the previous meeting
- (f) Reports of officers and committees
- (g) The election of trustees, if an annual meeting, or a meeting called for that purpose
- (h) Unfinished business
- (i) New business
- (j) Adjournment.

**Section 9.** Any action required to be authorized by the members and permitted by the Articles of Incorporation or these By-Laws, may be taken in lieu of a meeting, with at least 30

days written notice to the members, by the written consent of two-thirds (2/3) of the members of this corporation.

## **ARTICLE II**

### **Trustees**

**Section 1.** The business and affairs of the corporation shall be managed by its Board of Trustees which shall consist of individuals with the qualifications set forth in the Articles of Incorporation. If, however, at its annual meeting the members shall elect a number of individuals, which exceeds the maximum provided in the Articles of Incorporation only the first newly elected members within the number permitted by the Articles of Incorporation shall so serve. If at such meeting, the members shall elect not more than the maximum nor less than the minimum number of Board members provided for in Article VII of the Articles of Incorporation, the number so elected shall constitute the Board of Trustees for the year unless the members of the corporation shall supplement such number at subsequent meetings prior to the next annual meeting, in which event, the additional members so elected shall act as trustees until their successors are elected.

**Section 2.** Vacancies occurring in the Board for any reason may be filled by vote of a majority of the trustees then in office, although less than a quorum, provided that the members of the corporation shall have the right to fill the vacancy at any special meeting called for that purpose prior to such action by the Board.

**Section 3.** Any trustee may be removed from office at a meeting duly called to consider such removal by a majority of the members of the corporation.

**Section 4.** This corporation may become a member of any nonprofit corporation or the majority shareholder of any for profit corporation if authorized by the Board of Trustees.

All action of this corporation as a member or shareholder of such a corporation shall be determined by the Board of Trustees, and the Chair of the Board of Trustees, or such other person as may be authorized by the Board of Trustees, shall act solely in accordance with the instructions of the Board of Trustees as the agent of this corporation with respect to voting as a member or shareholder of such a corporation.

**Section 5.** Each trustee is expected to serve on at least one committee of the Board and to attend at least fifty percent of all meetings of the corporation, the Board and the committee on which the trustee serves. Failure of a trustee to meet attendance expectations as stated herein during any calendar year will result in automatic removal of a trustee from the Board effective at the end of that calendar year. The automatic removal of a trustee may be waived by the affirmative vote of a majority of the members of the corporation.

### **ARTICLE III**

#### **Meetings of the Board**

**Section 1.** The Board shall meet at least four (4) times each year. Meetings of the Board of Trustees may be held at such place within or without the State of Louisiana as a majority of the trustees may from time to time designate and members may participate by telephone.

**Section 2.** The Board shall meet within 60 days following the annual meeting of the members of the Corporation for the election of officers and members of the Nominating Committee whose terms will commence on January 1<sup>st</sup>, such election to be held at such time and place either within or without the State of Louisiana as shall be determined by the Board. The order of business at meetings of the Board shall be as follows:

- (a) Calling of meeting to order

- (b) Election of Chair and the appointment of a Secretary, if necessary
- (c) Presentation of proof of the due calling of the meeting
- (d) Presentation and examination of proxies
- (e) Settlement of the minutes of the previous meeting
- (f) Reports of officers and committees
- (g) The election of officers and the Nominating Committee if within 60 days following the annual meeting of the members, or at a meeting called for that purpose, if necessary
- (h) Any action to be taken by the Board pursuant to Article II, Section 4 of these By-Laws
- (i) Unfinished business
- (j) New business
- (j) Adjournment

**Section 3.** Special meetings of the Board may be called by the Chair of the Board of Trustees on two (2) days notice given to each trustee, either personally or by telephone, mail, telegram, or other electronic means. Special meetings shall be called by the Chair of the Board of Trustees or Secretary/Treasurer in like manner and on like notice on the written request of a majority of the trustees.

**Section 4.** Notice of a meeting need not be given to any trustee who waives notice and attendance at any meeting shall constitute a waiver of notice.

**Section 5.** A majority of the Board, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the Board for the transaction of business except as otherwise provided by law, the Articles of Incorporation or these By-Laws, provided that at any meeting of the Board held for the purpose of electing or removing officers,

one-half (1/2) of the members of the Board shall be in attendance, in person or by telephony, to constitute a quorum and no proxy shall be considered in determining the presence of a quorum at such meeting. In the absence of a quorum, a majority of the trustees present or represented by proxy may adjourn the meeting from time to time until a quorum shall be present for the transaction of business.

**Section 6.** When a quorum is present in person or by telephony or represented at the meeting, the vote of a majority of the trustees present or represented by proxy (except that voting by proxy shall not be permitted for the election or removal of officers) shall decide any question brought before such meeting, unless the question is one upon which, by the express provision of law, the Articles of Incorporation, or these By-Laws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

**Section 7.** Any action of the Board of Trustees permitted, required or authorized in the Articles of Incorporation or these By-Laws may be taken in lieu of a meeting and without prior notice by the unanimous written consent of all of the members of the Board of Trustees.

#### **ARTICLE IV**

##### **Elections**

**Section 1.** Any election held by the members of this corporation or the Board of Trustees shall be conducted by written vote or roll call voice vote. Nominations shall be received from the Nominating Committee and from those present at the meeting who are entitled to vote. Only those individuals receiving a majority of the votes cast shall be elected.

Cumulative voting and voting by proxy are not permitted. If during any ballot no candidate receives a majority of the votes cast, there shall be successive balloting whereby the name of the candidate receiving the least number of votes is removed from the next vote.

## ARTICLE V

### **Officers**

**Section 1.** The officers of this corporation shall be elected to terms commencing on January 1<sup>st</sup> with such elections held annually by the Board of Trustees at a meeting held within 60 days following the annual meeting of members of the corporation, or from time to time, and shall hold office until their successors are elected and qualify, or until their earlier death, resignation or removal. Such officers shall consist of a Chair, and Vice Chair of the Board of Trustees who shall be members of the Board of Trustees and the officers listed in Article VI of these By-Laws who need not be members of the Board of Trustees.

**Section 2.** The officers shall have powers and duties as may be provided in these By-Laws and as may be conferred upon or assigned to them by the Board of Trustees from time to time.

**Section 3.** The Chair of the Board shall preside over meetings of the Board of Trustees and members of the corporation and shall have and exercise such powers and perform such duties as may be conferred upon or assigned to him by the Board of Trustees.

**Section 4.** The Vice Chair of the Board shall have and exercise such powers and perform such duties as may be conferred upon or assigned to him by the Board. In the absence or disability of the Chair of the Board, the Vice Chair of the Board shall perform his duties and exercise his powers.

**Section 5.** The term of the initial chair of the Board shall be three (3) years to provide for continuity during the critical start-up phase of the organization and may be re-elected for an additional one year term. The Chair of the Board and the Vice Chair of the Board may not be re-elected to their respective offices after they have served for two consecutive one (1) year terms.

After the lapse of one year a trustee shall be eligible for election to an office previously held.

## **ARTICLE VI**

### **Other Officers**

**Section 1.** In addition to the officers listed in Article V of these By-Laws, the Board of Trustees may elect a President/Chief Executive Officer, Secretary/Treasurer, one or more Vice Presidents, and one or more Assistant Secretaries and Treasurers.

**Section 2.** The duties of the President/Chief Executive Officer shall include the administration of the operations of this corporation, as directed by the Board of Trustees.

**Section 3.** The Vice President or Vice Presidents, in the order of their seniority, unless otherwise determined by the Board of Trustees, shall in the absence or disability of the President/Chief Executive Officer, perform the duties and exercise the powers of the President/Chief Executive Officer. They shall perform such other duties and shall have such other powers as the Board may from time to time prescribe. The Chief Executive Officer of any subsidiary corporation, if not elected as the President/Chief Executive Officer of this corporation, shall be a Vice President of this corporation.

**Section 4.** The Secretary/Treasurer shall, as Secretary, give proper notices of meetings of the members of the corporation and the Board, and shall be custodian of the books in which the minutes of such meetings are kept. The Secretary/Treasurer as treasurer shall keep or cause to be kept accounts of all monies of the corporation received or disbursed, shall deposit or cause to be deposited all monies and other valuables in the name of and to the credit of the corporation in such hands and depositories as the Board shall designate. All checks or other instruments for the payment of money shall be signed in such a manner as the Board may from time to time determine. The Secretary/Treasurer shall also perform such other duties as shall be

assigned by the Board. In addition, the Secretary/Treasurer shall serve *ex officio* with vote as member of the Board of Trustees and as Chair of the Finance Committee.

**Section 5.** The Assistant Secretary or Secretaries in the order of their seniority, unless otherwise determined by the Board of Trustees, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe.

**Section 6.** The Assistant Treasurer or Treasurers in the order of their seniority, unless otherwise determined by the Board of Trustees, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe.

**Section 7.** Any officers of the corporation, including the officers elected under Article VI of these By-Laws, may be removed, with or without cause, by resolution adopted by a majority of the members of the Board of Trustees present in person at a meeting at which a quorum is present and which has been called for that purpose.

## **ARTICLE VII**

### **Standing Committees**

**Section 1.** The Executive Committee shall be comprised of the following individuals who shall serve *ex officio* with vote: Chair of the Board of Trustees, Vice Chair of the Board,

and Secretary/Treasurer. In addition, the Immediate Past Chair of the Board, if he or she is a member of the Board, shall serve on the Executive Committee. The Executive Committee shall have and may exercise the powers of the Board of Trustees (i) as specifically delegated by the Board by resolution adopted by a majority of the members of the Board or (ii) as may be necessary during intervals between Board meetings, and shall have the power to authorize the seal of this corporation to be affixed to documents.

The Executive Committee shall recommend to the Board the appointment of an internal auditor who shall report to the Executive Committee. Assignments of the internal auditor shall be determined and directed by the Executive Committee. All reports from the internal auditor will be made to the Executive Committee which shall provide timely communication of the summarized findings and any action taken as a result thereof to the Board of Trustees.

**Section 2.** The Nominating Committee shall be comprised of the Current Chair of the Board and Immediate Past Chair of the Board who shall both serve *ex officio* with vote and three members of the Board of Trustees, none of whom are officers and all of whom are elected by the Board to serve on the Nominating Committee for one (1) year terms or until their successors are elected. No member of the Nominating Committee may be elected to serve more than two (2) consecutive terms provided that after the lapse of one (1) year a non-officer trustee shall be eligible for election to the Nominating Committee. The Nominating Committee shall be elected by the Board of Trustees within 60 days following the meeting at which officers are elected. The Nominating Committee shall elect a Chair from among its members. The Nominating Committee shall propose at least one (1) candidate for each of the following offices: Chair of the Board, Vice Chair of the Board and Secretary/Treasurer. In addition the Nominating Committee shall propose to the members of the corporation candidates for membership on the Board.

The Nominating Committee shall also develop for approval by the Board criteria for selection of potential nominees to the Board. Such criteria shall be consistent with and in addition to those qualifications set forth in the Articles of Incorporation.

**Section 4.** The Finance Committee shall be comprised of not less than three (3) members of the Board of Trustees appointed by the Chair of the Board. The Secretary/Treasurer shall also serve *ex officio* with vote as Chair of the Finance Committee. The Finance Committee shall establish a Funding Limits Policy for approval by the Board. The Finance Committee shall also collaborate with the President/Chief Executive Officer and shall review and make recommendations concerning the fiscal aspects of the operations of this corporation, including its accounting systems and reports and operating and capital expenditures. The Finance Committee shall recommend the selection, engagement and discharge of independent external auditors and investment advisors. In collaboration with the President/Chief Executive Officer, it will serve as the Committee of direct reporting for any internal auditors employed by this corporation and shall monitor, receive, review and follow-up on reports from the external and/or internal auditors and investment advisors. The Finance Committee shall collaborate with the President/Chief Executive Officer in preparing yearly and long range financial plans for operating and capital needs, to be presented to the Board of Trustees for adoption.

## **ARTICLE VIII**

### **Committees**

The Board of Trustees may authorize the Chairman to create any committee it deems appropriate to fulfill the objects of the Corporation.

## **ARTICLE IX**

### **Indemnification**

The corporation shall indemnify and hold harmless each member, trustee, and officer now or hereafter serving the corporation from and against any and all claims and liabilities to which he may be or become subject by reason of his now or hereafter being or having heretofore been a member, trustee or officer of the corporation and/or by reason of his alleged acts or omissions as such member, trustee or officer, whether or not he continues to be such member, trustee or officer at the time when any such claim or liability is asserted, and shall reimburse each such member, trustee and officer for all legal and other expenses reasonably incurred by him in connection with defending any or all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Board of Trustees whether or not he continues to be such member, trustee or officer at the time such expenses are incurred, provided, however, that no member, trustee or officer shall be indemnified against any claim or liability arising out of his own negligence or willful misconduct or shall be indemnified against or reimbursed for any expense incurred in defending any or all such claims or liability or in settling the same unless in the judgment of the trustees of the corporation, the member, trustee or officer against whom such claims or liability is asserted has not been guilty of negligence or willful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which any member, trustee or officer may be entitled as a matter of law and shall inure to the benefit of his heirs and legal representatives.

## **ARTICLE X**

### **Notice**

Whenever any notice is required to be given by law, the Articles of Incorporation, or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to said

notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## **ARTICLE XI**

### **Corporate Seal**

The Corporate seal shall be in such form as shall be approved from time to time by the Board of Trustees. The seal shall be kept in the custody of the Secretary/Treasurer or such other person as the Board of Trustees may designate.

## **ARTICLE XII**

### **Calendar Year**

The fiscal calendar year of the corporation shall be the same as the calendar year.

## **ARTICLE XIII**

### **Auditing**

The financial books and records of the corporation shall be audited by a certified public accountant or firm of Certified Public Accountants appointed by the Board when directed by the Board of Trustees. The reports of the auditor's examination shall be delivered to each Board member. All books and records shall at all times be open to the inspection of the Board, or to any committee appointed by the Board for that purpose; provided, however, that no books or records may be removed from the office in which they are usually kept without the special authority of the Board.

## **ARTICLE XIV**

### **Amendments**

These By-Laws may be amended only by a vote of two-thirds (2/3) of the members of the corporation in attendance, in person or by telephony, at any annual or other meeting called for

that purpose, after 30 days written notice, including a copy of such proposed amendment, mailed to each member of the corporation at his last known address or these By-Laws may be amended, without any requirement that prior notice of the amendment be given to any member, by the unanimous written consent of all of the members of the corporation.