

## **SOUTHERN DISTRICT (DISTRICT 5) BYLAWS**

Amended April 21, 2009

### **ARTICLE I. MEMBERSHIP**

#### **Sec 1.1**

Any Institute member who resides within the area designated for the District, and who is in good standing with the Institute and the District shall be a member of the District. Throughout these Bylaws, the term "resides" refers to the individual's preferred Institute mailing address, either home or place of business.

#### **Sec 1.2**

District members shall be entitled to all privileges of the District except that student members and Institute Affiliates may not vote or hold elective office in the District.

#### **Sec 1.3**

There shall be a District Membership Committee to monitor and oversee membership activities. If required to process membership applications, the Membership Committee shall consist of five members of whom no less than three shall be Fellows. The Committee shall review and take action on applications for admission or transfer received from the Institute. Applications shall be filed on forms prescribed by the Institute and applicants must meet the requirements for Institute membership outlined in the Constitution. An affirmative vote of at least four shall constitute election or transfer. Otherwise, the application shall be forwarded to the District Board for review. A favorable vote by a majority of the entire District Board shall become effective when the applicant has accepted, by payment of Institute and District fees and dues.

#### **Sec 1.4**

Any District member whose Institute membership has been forfeited shall also forfeit membership in the District, and will be reinstated to membership in the District only if reinstated to membership in the Institute. Any District member who is placed on inactive status by the Institute Board of Direction shall also be placed on inactive status by the District Board.

### **ARTICLE II. OFFICERS AND BOARD OF DIRECTION**

#### **Sec 2.1**

The elective officers of the District shall be President, Vice President and Secretary-Treasurer. Officers shall be elected annually for a term of one year and shall take office January 1. The District Board shall consist of the Elective Officers, the International Director(s) for the District (ex-officio), the Past- President whose term has most recently expired, and Representatives from each Section. Each Section shall be represented by one Section Representative for each 100 District members, or major fraction thereof, in

## DISTRICT 5 BYLAWS

the Section on the first day of January of every year. In no case shall a Section have less than one Representative.

### Sec 2.2

Section Representatives shall serve two-year terms which shall be staggered so that approximately one-half are elected each year.

### Sec 2.3

No member shall occupy the same elective office for more than two consecutive terms. International Director(s), while serving, may not hold elective office.

### Sec 2.4

In the event of a vacancy occurring in the office of President, the unexpired term shall be filled by the Vice President. In the event of a vacancy occurring in any other elective office, the District Board shall elect a member to fill the unexpired term.

### Sec 2.5

For the purposes of establishing the rights of representation on the District Board, the census of the Sections within the District shall be the latest official census of the Institute.

### Sec 2.6

The terms of International Director(s) shall be as provided for in the Institute's Constitution.

## ARTICLE III. NOMINATION AND ELECTION OF OFFICERS

### Sec 3.1

Except for the office of Secretary-Treasurer, the Nominations Committee shall nominate from the District membership-at-large, one or more qualified candidates for each elective office. The Nominations Committee shall nominate at least two qualified candidates for the office of Secretary-Treasurer. Written consent to hold office must be received from each person nominated.

### Sec 3.2

Elections may be held by written ballot or electronically.

### Sec 3.3

The timeline for the election of Officers shall be as follows:

Sec 3.3.1 - The Nominations Committee shall transmit its list of nominees to the Secretary at least seventy-five (75) days prior to the District Annual Meeting.

Sec 3.3.2 - At least sixty (60) days before the District Annual Meeting, the Secretary shall send to the members of the District a list of the candidates nominated by the Nominations Committee.

## DISTRICT 5 BYLAWS

Sec 3.3.3 - Additional District nominations for any office may be made by written petition, signed by not less than eight members eligible to vote. Each such petition shall be accompanied by the written consent of the nominee to run for the office for which he is nominated and must be received by the Secretary-Treasurer at least forty-five (45) days before the District Annual Meeting. If a member is nominated for more than one office, he shall be considered a candidate for the one office which he prefers.

Sec 3.3.4 - Not later than thirty (30) days prior to the District Annual Meeting, the Secretary-Treasurer shall send to each eligible voter a final ballot or electronic message with instructions for voting. Canvassing shall occur at the District Annual Meeting.

### Sec 3.4

The candidate receiving the highest number of votes for each office and who in number equal the offices to be filled shall be declared elected. In case of a tie vote, the new District Board at their first meeting shall choose between the candidates.

### Sec 3.5

The Section Representatives shall be elected as specified in the Section Bylaws. In the event of a vacancy occurring in the office of the Section Representative, the Executive Board of that Section shall designate a qualified member to fill the unexpired term. If the Section Executive Board fails to act within sixty (60) days or at the request of the Section Executive Board, the District Board shall elect by majority vote a qualified member of that Section to fill the unexpired term.

### Sec 3.6

The fiscal year of the District shall run concurrently with the calendar year and newly elected officers shall take office at the beginning of the fiscal year.

## ARTICLE IV. NOMINATION AND ELECTION OF INTERNATIONAL DIRECTOR

### Sec 4.1

In the appropriate election year, the Nominations Committee shall nominate at least two qualified candidates for the vacancy in the position of International Director. Written consent to accept office must be received from each person nominated.

### Sec 4.2

Elections may be held by written ballot or electronically as outlined in Article VII of these Bylaws.

### Sec 4.3

The election timeline for the International Director may follow the same timeline for other officers as outlined in Section 3.3. The election timeline may also be based on a timeline for the Institute's Annual Meeting as outlined below.

Sec 4.3.1 - No later than April 1<sup>st</sup>, the Committee shall transmit a list of its nominees to the District President who shall immediately transmit it to the District Board.

## DISTRICT 5 BYLAWS

Sec 4.3.2 - Not later than ninety (90) days prior to the Institute's Annual Meeting, the District Board shall send to the voting members of the District a list of the candidates nominated by the Nominations Committee. Additional nominations for International Director may be made by written petition signed by at least eight members eligible to vote. Each such petition shall be accompanied by the written consent of the nominee to serve and must be received at least sixty (60) days prior to the Institute's Annual Meeting.

Sec 4.3.3 - Not later than forty-five (45) days prior to the Institute's Annual Meeting, the District Secretary-Treasurer shall send to each eligible voter a final ballot or electronic message with instructions for voting. The final date for voting shall be not later than fifteen (15) days prior to the Institute's Annual Meeting.

## ARTICLE V. GOVERNMENT

### Sec 5.1

The government of the District shall be in accordance with Article IV of the District Charter.

### Sec 5.2

The President shall preside at meetings of the District and of the District Board, provided however, that when the President is unable to do so, the Vice President shall preside at meetings and discharge the duties of the President.

### Sec 5.3

A majority of the District Board shall constitute a quorum.

### Sec 5.4

The President shall be an ex-officio member of all committees, except the Nominations Committee.

### Sec 5.5

The President shall appoint annually a Nominations Committee which shall include at least one representative from each Section in the District.

### Sec 5.6

The President shall appoint standing committees and special committees as may be desirable.

### Sec 5.7

An annual line item budget shall be adopted at the organizational meeting of the District Board.

### Sec 5.8

The District Board shall issue Charters establishing Sections within its area upon written request of at least eight voting members residing in the proposed Section area. The Charter shall be in a form approved by the Board of Direction of the Institute.

## DISTRICT 5 BYLAWS

### Sec 5.9

The District Board shall issue Charters establishing Student Chapters at graduate or undergraduate schools whose standing is recognized by the Institute, within the area upon written request from the Faculty Advisor for transportation or traffic engineering courses. The Charter shall be in a form approved by the Board of Direction of the Institute.

### Sec 5.10

The Board of Directors is specifically empowered to establish and maintain Standard Operating Procedures for conducting the business of the District. Such procedures shall be in writing and shall be contained in a manner available for viewing by Members of the District. Procedures may be established or modified by a majority vote of Board members at any regularly scheduled meeting of the Board. Standard Operating Procedures may not be in violation of the Bylaws. Once established, they shall be considered binding upon the actions of the Board and the District as long as they are applicable.

## ARTICLE VI. MEETINGS

### Sec 6.1

Regular meetings of the District shall be held as determined by the District Board but not less than one meeting a year shall be held. The District Board may call a Special Meeting when conditions justify. No action affecting the District shall be taken at any special meeting, however, unless at least fourteen (14) days written notice concerning the matter has been sent to all members.

### Sec 6.2

An Annual Meeting of the District shall be held at a time and place selected by the Annual Meeting Site Selection Committee and approved by the District Board. A report of the financial condition of the District shall be made by the Secretary-Treasurer at the Annual Meeting. Committee reports and reports by the Chairman may be made at any meeting.

## ARTICLE VII. VOTING AND VOTING ELIGIBILITY

### Sec 7.1

Any member of the Institute in good standing, excluding those classified as Institute Affiliates and Student Members, shall have voting privileges in the District.

### Sec 7.2

Voting for Officers and International Directors, for amendments to these Bylaws, for petitions to amend the Charter, and for other matters which affect the relationship of the District to the Institute shall be by secret ballot.

## DISTRICT 5 BYLAWS

### Sec 7.3

The timelines for elections shall be as indicated in Articles III and IV of these Bylaws. The exact methods used to conduct elections including ensuring secrecy and validation of votes shall be as prescribed or approved by the District Board.

### Sec 7.4

The President shall appoint a Tellers Committee in accordance with the District Operations Manual.

### Sec 7.5

Final ballots returned by eligible voters to the Secretary-Treasurer or the tabulated electronic results shall be reviewed by the Tellers Committee. The Tellers Committee shall report the results to the President.

### Sec 7.6

The candidate receiving the highest number of votes shall be declared elected. In case of a tie vote, the District Board shall elect the successful candidate.

## ARTICLE VIII. AMENDMENTS

### Sec 8.1

Proposals to amend these Bylaws or to petition the Institute Board of Direction to amend the Charter or to rescind its withdrawal action may be made by resolution of the District Board or the Executive Board of a Section, or by written petition signed by at least eight members of the District. The petitioners shall represent at least three Sections with not less than two members from each.

### Sec 8.2

Proposed amendments to these Bylaws shall be submitted to the membership in accordance with Article VII of these Bylaws. An affirmative vote of two-thirds of all ballots cast shall be necessary for the adoption of any amendment.

### Sec 8.3

Proposals to amend the Charter or to rescind its Charter shall be considered by the District Board at its next regularly scheduled meeting and shall be transmitted within thirty (30) days thereafter to the Board of Direction of the Institute.

## ARTICLE IX. DUES, FEES AND ASSESSMENTS

### Sec 9.1

Annual District dues shall be \$10.00 on the effective date of January 1, 1988. These dues will be collected in accordance with Section 6.5 of the District Charter and shall be considered a part of the Institute dues insofar as delinquency is concerned.

## DISTRICT 5 BYLAWS

### Sec 9.2

The District Board may, by two-thirds vote of its members and without Bylaws amendment, increase District dues by not more than ten per cent in any calendar year.

### Sec 9.3

Special assessments and dues increases in excess of ten per cent shall be approved by the membership in accordance with Article VII.

## ARTICLE X. FUNCTIONAL ORGANIZATIONS

### Sec 10.1

A functional organization may be established with membership composed of corporations, partnerships, associations and other business entities working in or related to the field of transportation or traffic engineering upon written request signed by at least five (5) Voting Members of the District. The written request shall be accompanied by preliminary Bylaws adopted by the requesting members. Upon approval of the Bylaws by the District Board and the Institute Board of Direction, a Charter approved by the Institute Board of Direction will be issued by the District.

### Sec 10.2

Membership in a functional organization shall be granted by the organization's Executive Board at its discretion upon receipt of an application in a form approved by the District Board. Membership may be canceled at any time by the District Board or the organization's Executive Board for cause.

### Sec 10.3

A functional organization may amend its Bylaws to be effective when approved by the District Board and the Institute Board of Direction, elect officers, hold meetings, adopt and enforce a code of ethics for its members, collect and disburse funds and carry on such other activities as are authorized in its Bylaws. A functional organization shall not speak for the District on any matter unless specifically authorized by the District Board.

### Sec 10.4

A functional organization's elected officers will be notified in writing by the District Board of any proposed amendment to its Charter or Bylaws approved by the Institute Board of Direction is that the organization may have an opportunity for a hearing before the District Board concerning the proposed amendment. The amendment with or without change shall become effective six (6) months after such notification.

### Sec 10.5

A functional organization shall select a representative, who is a member in any grade of the Institute except student member, to serve on the District Board. If the representative is also a member of the District (as defined in Section 1.1), the representative shall be entitled to all the rights and privileges of District Board membership. However, if the representative is not a District member (e.g., a nonresident), the representative shall not

## DISTRICT 5 BYLAWS

be allowed to vote. The term of office for the functional organization representative shall be two (2) years.

### Sec 10.6

Representatives of a functional organization, as recommended by the organization's Executive Board, may serve as members of committees.

### Sec 10.7

A functional organization shall submit a written report thirty (30) days in advance of an Annual Business Meeting of the District. The report shall include a summary of the organization's activities for the previous year and a current roster of the organization's active membership including representatives. If necessary, the District Board can specify other items to be included in the Annual Report.

### Sec 10.8

District 5 will not be responsible for debts contracted by a functional organization nor will it give financial assistance to a functional organization.

## ARTICLE XI. DEFINITIONS

### Sec 11.1

The term "Institute" when used in these Bylaws shall refer to the Institute of Transportation Engineers (ITE).

### Sec 11.2

The term "District" (or "District 5") when used in these Bylaws shall refer to District 5 of the Institute of Transportation Engineers.

### Sec 11.3

"Southern District", "District 5" and "SDITE" may be used to refer to the District in any official correspondence or materials and they are assumed to be interchangeable.

### Sec 11.4

The term "Section" when referred to as an organizational unit in these Bylaws shall refer to one of the Section's within the Southern District unless otherwise noted.

Adopted: December 4, 1987

Revised: 1993 and 2009