

TSITE BYLAWS

ARTICLE I – MEMBERSHIP

Section 1.1 – Members of the Section shall consist of those Institute members as specified in the Charter of the Tennessee Section of the Institute of Transportation Engineers.

Section 1.2 – Persons in the transportation-related area who fall into one of the following classifications may be affiliated with the Section as Section Affiliates:

- a) Engineers in the transportation profession who lack sufficient experience for Institute membership or who are in the process of applying for such membership.

Engineering students registered in a recognized engineering school.

Persons engaged in sub-professional transportation engineering work.

- b) Professionals in related fields who by virtue of stature or official position are in a position to contribute to the work of transportation engineers.
- c) Persons engaged in commerce or industry who come in frequent contact with transportation engineers and who thus have an interest in the profession and are in a position to work with and assist transportation engineers.

Section 1.3 – All applications for Section Affiliate except by engineering students shall include as reference the names of not less than three persons to whom the candidate is personally known, at least two of whom shall be Members of the Tennessee Section, the remaining reference shall be recognized in the transportation profession. All applications for Affiliate by a student shall be certified by an engineering faculty member at the school attended by the applicant.

Section 1.4 – The Section Membership committee shall process all but Member applications, including securing confidential reports from the applicant's references as required. The Section Membership Committee shall forward the application, the applicant's experience record and the confidential reports of the references together with its own recommendation to the Section Board for final action.

Section 1.5 – Approval of Section Affiliates shall be by vote of the Section Board. An affirmative vote by a majority shall be required for approval.

Section 1.6 – Any Member or Section Affiliate may resign from the Section by written communication to the Section Board. If his/her section dues have been paid, the Section Board shall accept his/her resignation.

Section 1.7 – Any Member or Section Affiliate whose Section dues are more than two years in arrears shall be dropped from Section Affiliation by the Section Board, and the unpaid dues shall become an obligation to be paid before the delinquent can be restored to good standing in the Section.

Section 1.8 – Any Section Member whose Institute membership has been forfeited shall also forfeit "member grade" in the Section, and will be eligible to re-apply for member grade in the Section only if reinstated to membership in the Institute. Any member of the Institute who is placed on inactive status by the Institute Board of Direction shall also be placed on inactive status by the Section Board.

Section 1.9 – Any Section Affiliate who, by reason of change in occupation or profession, shall cease to be in contact regularly and frequently with transportation engineers or the transportation profession shall forfeit affiliation with the Section without prejudice or penalty.

Section 1.10 – Any Section Affiliate who advertises, uses or attempts to use identification with the Section in any manner whatsoever with intent to derive personal gain therefrom shall forfeit his affiliation with Section.

Section 1.11 – The Section Board shall consider the expulsion of any Section Affiliate (a) upon information coming to its notice or (b) upon the written request of five or more members or (c) upon recommendation of the Section Membership Committee that, for the cause set forth, a person identified as a Section Affiliate may be expelled. In the event such a change is brought against a member of the Institute, the Section Board shall immediately refer the matter to the Institute Board of Direction for handling as provided in Article II, Section 17 of the Institute Constitution.

ARTICLE II – OFFICERS, REPRESENTATIVES AND BOARD OF DIRECTION

Section 2.1 – Officers of the Section shall include:

A President, a Vice-President, and a Secretary-Treasurer. These officers shall be ITE Members, Section Members and residents of Tennessee.

Section 2.2 – In addition, there shall be an Affiliate Director elected by and who shall represent the Affiliates. The Affiliate Director shall be an Affiliate.

Section 2.3 – Section Representatives shall represent the Section on the Southern District (District 5) Board. Their number, length of term and date of office are specified in the Southern District (District 5) Bylaws. They shall be elected by the Section at large.

Section 2.4 – In the event of a vacancy occurring in the office of President, the vacancy shall be filled by the Vice-President. In the event of a vacancy occurring

in the office of Vice-President, Secretary-Treasurer or Section Representative, the Section Board of Directors shall appoint a Member to fill the unexpired term.

Section 2.5 – In the event of a vacancy occurring in the office of Affiliate Director, the President shall appoint a committee of five Affiliates to select an Affiliate to fill the unexpired term.

Section 2.6 – The Section Board shall consist of the elected officers, Affiliate Director, Section Representative(s) and the past President whose term has most recently expired and hereafter referred to as the Section Board. The Affiliate Director shall be an ex-officio member and may not vote.

ARTICLE III – NOMINATION AND ELECTION OF OFFICERS, REPRESENTATIVES AND DIRECTORS

Section 3.1 – The President shall appoint annually two Nominating Committees not later than one hundred twenty (120) days prior to the Annual Business Meeting. One shall be composed of at least three (3) members for the nominating of candidates for Section Officers and Section Representatives. The second Nominating Committee shall be composed of at least three (3) Affiliates for the nominating of candidates for Affiliate Director.

Section 3.2 – The Nominating Committees shall nominate one or more qualified candidates for each elected office. The written consent to hold office must be received from each person nominated. The Nominating Committees shall transmit its list of nominees to the Secretary-Treasurer at least ninety (90) days before the Annual Meeting.

Section 3.3 – At least sixty (60) days before the Annual Meeting the Secretary-Treasurer shall send to the members of the Section a list of candidates nominated by the Nominating Committees. Additional nominations for any office may be made by petition, signed by not less than five members or affiliate members. 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 Annual Meeting. If a member is nominated for more than one office, he shall be considered a candidate only for the one office which he prefers.

Section 3.4 – Not later than thirty (30) days prior to the Annual Meeting, the Secretary-Treasurer shall send to each eligible voter a final ballot listing the candidates nominated. Final ballots returned by eligible voters to the Secretary-Treasurer before the election at the Annual Meeting shall be canvassed at the Annual Meeting by three tellers appointed by the President and they shall report in a manner prescribed by the Section Board. The candidate(s) receiving the highest number of votes for each office shall be declared elected. In case of a tie

vote, the new Section Board at their first meeting shall choose between the candidates.

ARTICLE IV – GOVERNMENT

Section 4.1 – The President shall preside at meetings of the Section and of the Section Board, however, when the President is unable to do so, the Vice-President shall preside at meetings and discharge the duties of the President.

Section 4.2 – The President shall be an ex-officio member of all committees, except the Nominating Committee.

Section 4.3 – The President shall appoint Standing Committees and such special committees as may be desirable. Standing Committees shall include but not limited to Audit, Awards, Career Development, Membership, Nominations, Section Relations, Scholarship, Site Selection, Technical and Tellers. Committee policies will be established by the Section Board.

Section 4.4 – The Section Board is specifically empowered to establish and maintain Standard Operating Procedures for conducting the business of the Section. Such procedures shall be in writing and shall be contained in a volume open to inspection by Members or Affiliates of the Section. Procedures may be established or modified by a majority vote of Section Board at any regularly scheduled meeting of the Section Board. Standard Operating Procedures may not be in violation of the Bylaws. Once established, they shall be considered binding upon the actions of the Section Board and the Section.

SECTION V – MEETINGS

Section 5.1 – Regular meetings of the Section shall be held as determined by the Section Board, but not less than one meeting a year shall be held. The Section Board may call a special meeting when conditions justify. No action affecting the Section shall be taken at any special meeting, however, unless at least fourteen days written notice concerning the matter has been sent to all members.

Section 5.2 – An Annual Meeting of the Section shall be held at a time and place selected by the Section Board. A report of the financial condition of the Section shall be made by the Secretary-Treasurer at all business meetings. Committee reports and/ or reports by the President may be made at any meeting.

ARTICLE VI – VOTING AND VOTING ELIGIBILITY

Section 6.1 – Voting for officers and Section Representatives, amendments to these Bylaws, petitions to amend the Charter, and other matters which affect the relationship of the Section to the Institute shall be by secret ballot.

Section 6.2 – When such a secret ballot is required, ballots shall be sent to voters, accompanied by a blank envelope and an envelope addressed to the Secretary-Treasurer. Those qualified to vote shall indicate their selections on the ballot, seal it in the blank envelope and insert that envelope in the one addressed to the Secretary-Treasurer. The voter shall affix his/her signature across the back of the addressed envelope. Before the ballots are canvassed, the names on the outside of the envelopes shall be checked against a list of eligible voters and the blank envelopes containing the ballots cast by eligible voters separated from all others.

Section 6.3 – Electronic voting may be used as an alternate method to the method outlined in Section 6.2. Using a commonly accessible forum, such as the Tennessee Section website, qualified voters shall vote and submit the vote to a secure central location. Along with the ballot indications, the voter shall indicate his/her ITE Membership Number. Before the votes are canvassed, the list of ITE Membership Numbers shall be checked against a list of eligible voting numbers. Members that do not have access to electronic voting or request a paper ballot shall be permitted to vote by the method outlined in Section 6.2.

ARTICLE VII – AMENDMENTS

Section 7.1 – Proposals to amend these Bylaws or to petition amendment to the Charter may be made by resolution of the Section Board or by written petition signed by at least five (5) voting members.

Section 7.2 – Proposed amendments to these Bylaws shall be submitted by letter to the membership qualified to vote and shall be on the order of business of the next regular meeting not less than thirty days subsequently. Such amendments may be amended, in any manner pertinent to the original amendment by a two-thirds vote of Members in attendance at any Business Meeting, provided that the total number voting is not less than a majority of the voting membership in attendance. The amendments, as originally proposed or as amended at this meeting, shall be submitted as prescribed in Article VI, section 2 of these Bylaws within twenty (20) days of the meeting and canvassed within forty-five (45) days following such submission by these tellers appointed by the President.

Section 7.3 – An affirmative vote of two-thirds of all ballots cast shall be necessary for the adoption of any amendments to the Bylaws.

Section 7.4 – Amendments to the Bylaws so adopted shall take effect when filed with and approved by the District Board and the approved Bylaws filed with the Institute Board of Direction, as provided in the Charter. If amended by the District Board, the Bylaws so amended shall take effect without further action by the Section Members.

ARTICLE VIII - FEES, DUES AND ASSESSMENTS

Section 8.1 – Annual dues shall be approved by the Section Board.

Section 8.2 – The Section Board may, without a By-Law amendment, vote to increase the dues by not more than \$2.00 over those of the previous year.

Section 8.3 – Annual dues shall be payable at the beginning of the calendar year. Dues of new Members and Section Affiliates shall be payable on approval and prorated for the remainder of the year.

Section 8.4 – Any Member of Section Affiliate whose dues are more than six months in arrears shall lose the right to vote and to receive the publications of the Section. Should the dues of Members or Section Affiliates become two years in arrears, their connection with the Section shall be forfeited. The Section Board, however, may for a cause deemed by it sufficient, extend the time for payment and for the application of these penalties.

Section 8.5 – Special assessments may be made by mail ballot upon an affirmative vote of a majority of the members voting.