



## Tennessee Section Bylaws

### ARTICLE I – NAME AND PURPOSE

*Section 1.1* - As granted and chartered by the Institute of Transportation Engineers, Inc., hereinafter referred to as “ITE,” Southern District, hereinafter referred to as the “District,” the name of this organization shall be the Tennessee Section, hereinafter referred to as the “Section”.

*Section 1.2* - The mission and purpose of this Section shall be to:

- Serve as the primary affiliation for ITE members at the local level;
- Support the overall goals and objectives of ITE;
- Support District activities and coordinate with the District in carrying out the Section mission and purpose;
- Financially support and coordinate with Chapters within the Section,
- Foster closer association of ITE members;
- Encourage members to share knowledge;
- Consider local transportation issues;
- Collaborate with other local transportation professionals on matters of common interest;
- Present points of view consistent with established ITE policies; and
- Support and mentor students and Student Chapters within the Section.

The Section shall be exclusively administered and operated to receive, administer, and expend funds for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

*Section 1.3* - The Section logo shall be developed by the Section Board, following guidance in the “ITE Logos and Specifications.” The authorized use of the ITE International logo shall be determined by ITE’s Executive Director.

*Section 1.4* - This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized for public purposes.

### ARTICLE II – MEMBERSHIP

*Section 2.1* - Any ITE member who resides within the geographic area designated for the Section in its Charter with ITE, and who is in good standing with ITE, shall be a member of the Section. Throughout these Bylaws, the term “resides” refers to the individual's preferred ITE mailing address, at home, place of business, or educational institution.

**Section 2.2** – Any ITE member who does not reside within the Section area may join the Section upon payment of the appropriate dues to ITE.

**Section 2.3** – Section members shall be entitled to all the privileges of the Section except that Student Members may not vote or hold elective office in the Section.

**Section 2.4** - Any Section member whose ITE membership has been forfeited shall also forfeit membership in the Section. Any Section member who is placed on inactive status by ITE shall also be placed on inactive status by the Section Board. Members will be reinstated to membership in the Section only if reinstated to membership in ITE.

## **ARTICLE III – DUES AND ASSESSMENTS**

**Section 3.1** - Annual Section dues shall be established by the Section Board and shall be billed by ITE at the time of billing ITE dues. At least 120 days prior to the beginning of ITE’s fiscal year, the Section shall notify ITE Headquarters of the amount established for Section dues for the following fiscal year.

**Section 3.2** - The Section Board may not increase annual Section dues by more than 20 percent in any year without a vote of the Section voting membership following the procedures as specified in *Article X - Amendments*.

**Section 3.3** - Special assessments proposed by the Section Board may not be applied without a vote of the Section voting membership following the procedures as specified in *Article X - Amendments*.

**Section 3.4** – Any member whose dues are more than three months in arrears to ITE shall lose the right to vote. If dues become one year in arrears and their membership is terminated by ITE, by extension their membership to the Section is also terminated. Restoration of membership in the Section is contingent upon the clearing of arrears and reinstatement of membership by ITE.

**Section 3.5** - All Honorary and Student Members of ITE shall not be subject to Section dues.

## **ARTICLE IV– OFFICERS AND BOARD**

**Section 4.1** - The elective officers of the Section 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.

**Section 4.2** -The voting members of the Section Board shall consist of the Elective Officers of the Section described in *Section 4.1*, the Past President and Section Representative(s) to the District Board. All members of the Section Board must be voting members of the Section. No member shall occupy simultaneously more than one office on the Section Board and no member shall occupy the same elective office for more than two consecutive terms.

**Section 4.3** – Two Representatives from the Section shall serve on the District Board. These Section Representatives must be voting members of the Section Board. Each Section Representative’s term of office shall be for a period of two years.

*Section 4.4* – The Section shall elect Section Representatives to serve on the District Board in a manner as described in *Article V – Nomination and Election of Officers*.

*Section 4.5* - In the event of a vacancy occurring in the office of Section President, the unexpired term shall be filled by the Vice President. In the event of a vacancy occurring in any other elective office as per Section 4.1, the Section Board, at its discretion, may appoint a Board Member to fill the unexpired term and/or choose to temporarily assign the respective duties of the vacant position among the remaining elected Section Board members, or appoint a member who was previously elected to the Section Board, to the position. If a vacancy occurs in the office of Past President, the Past President whose term has most recently expired and who remains a member of the Section may fill the unexpired term.

In the event of a vacancy in the office of Section Representative, the Section Board shall appoint a member who was previously elected to the Section Board, to serve as Section Representative until the next Section election. However, if the Section fails to do so within 60 days, the District Board shall appoint a qualified member from the Section to serve out the unexpired term.

*Section 4.6* - The Section Board shall report the names and contact information of its officers and the beginning and ending dates of their term of offices to the District Board within 30 days after their election or appointment.

## **ARTICLE V - NOMINATION AND ELECTION OF OFFICERS**

*Section 5.1* -- The Section President shall appoint a Nominating Committee chaired by the immediate Past President of the Section.

*Section 5.2* – The Nominating Committee shall nominate one or more qualified candidates for each office that is up for election. Written consent to serve in the office if elected, must be received from each person nominated.

*Section 5.3* - Elections may be held by written ballot or electronically as prescribed in *Article IX - Voting and Voter Eligibility, Section 9.2*.

*Section 5.4* - The timeline for the election of **Officers** and Representatives shall be as follows:

*Section 5.4.1* – The date of the end of balloting will be determined by the Section Board in all instances.

*Section 5.4.2* - The Nominating Committee shall transmit its list of nominees and their written consent to serve to the Section President who shall immediately transmit it to the Section Board at least seventy-five (75) days prior to the end of balloting.

*Section 5.4.3* - At least sixty (60) days before the end of balloting, the Section shall announce to the voting members of the Section a list of the candidates nominated by the Nominating Committee.

*Section 5.4.4* - At least thirty (30) days before the end of balloting, the Section shall send to each eligible voter a final ballot or electronic message with instructions for voting.

*Section 5.4.5* - The votes shall be tabulated within ten (10) days from the end of balloting. The Section Board shall be informed immediately, followed by notification to the candidates.

*Section 5.5* - The candidate receiving the highest number of votes for each office shall be declared elected. In case of a tie vote, refer to *Article IX - Voting and Voter Eligibility, Section 9.6*.

*Section 5.6* - Terms of the elective officers, as per *Article IV - Officers and Board, Section 4.1*, and Section Representatives shall begin on January 1 and expire on December 31.

## **ARTICLE VI - GOVERNMENT**

*Section 6.1* - The Section President shall preside at meetings of the Section and of the Section Board. In the absence of the President, the Vice President shall preside at meetings and discharge the President's duties.

*Section 6.2* - Official transaction of business at any Section Board meeting requires a quorum. A majority of the Section Board shall constitute a quorum. Once a quorum of the Section Board is established, the affirmative vote of a majority of the Section Board voting members in attendance shall be necessary to take any action.

*Section 6.3* - The Section President shall be an ex-officio member of all committees, except the Nominating Committee.

*Section 6.4* - The President, in concurrence with the Section Board, shall create committees and appoint chairs as may be desirable, with the approval of the Section Board.

*Section 6.5* - The Section Board may establish an appointed Section Administrator position. If utilized, a Section Administrator should be a non-voting participant at all meetings of the Section Board and be included in all Section Board communications. A Section Administrator may perform some of the typical duties of the Secretary-Treasurer, as outlined in the Operations Manual.

*Section 6.6* - The membership may, by petition to the Section Board, initiate a vote to determine if a Section officer shall be removed from office. The petition must include at least 10 percent of the eligible voters in the Section. Within 30 days after receipt of the petition by the Section Board, the following question shall be submitted to each voting member in the Section for vote by secret ballot: "Shall (Name) be removed from the office of (Office)?" Should the affirmative be carried by two-thirds majority, and at least 20 percent of the eligible voters cast ballots, the office shall be declared vacant and the vacancy filled in the manner consistent with these Bylaws.

*Section 6.7* - The membership may, by petition to the Section Board, initiate a vote to determine if any action of the Section Board shall be rescinded. The petition must include at least 10 percent of the eligible voters in the Section. Within 30 days after receipt of the petition by the Section Board, the petitioned action shall be immediately suspended. The Board must either rescind the disputed action or within 30 days the following question: "Should the following action of the Section Board be rescinded?" must be submitted to the Section membership for a vote. Should the positive carry a majority, and at least 20 percent of the eligible voters cast ballots, the Board action will be rescinded.

*Section 6.8*- The Section Board should establish and maintain a Section Procedures Manual for conducting the business of the Section. Such procedures should be in writing and should be contained in a manner available for viewing by members of the Section. Procedures may be established or modified by a majority vote of Board members. Section Procedures may not be in violation of the Bylaws. Once established, they should guide the actions of the Board and the Section as long as they are applicable.

## **ARTICLE VII - MEETINGS**

*Section 7.1* - There should be an organizational meeting of the Section Board to plan the new year's administrative functions of the Section including development of line item budgets, preparation of a calendar of meetings, establishment of committee chairs and discussion of any initiatives or other pertinent matters necessary for the conduct of the Section.

*Section 7.2* - Technology such as emails and/or telephone or video conference calls may be employed for transacting business and increasing participation of board members at all Section Board meetings.

*Section 7.3* - The Section President may call unanticipated additional meetings of the Section Board, via conference call, as need dictates or upon receipt of a petition signed by the majority of the other members of the Section Board.

*Section 7.4* - There shall be a minimum of two meetings of the Section each year, one of which shall be the Annual Business Meeting. The Section Board shall set the date, time and place of regular Section meetings.

*Section 7.5*- Robert's Rules of Order shall govern the conduct of Section Board meetings in all cases to which they are applicable and shall not be in conflict with ITE's Constitution, other procedural rules of the Section Board, and these Bylaws.

## **ARTICLE VIII – SECTIONS AND CHAPTERS**

*Section 8.1* - The Section Board may issue Charters establishing Chapters within its area upon the written request of voting members residing in a proposed Chapter area. The Charter shall be in a form approved by the International Board of Direction. The Section Board may rescind any Charter in the manner provided in such Charter.

*Section 8.2* - The Section shall financially support and coordinate with any Chapters established within its area.

*Section 8.3* - The Section shall support and coordinate with any Student Chapters established within its area

**Section 8.4** - If the Charter for a Chapter is under consideration for revocation, the appropriate Chapter leadership must be notified in writing of the contemplated action a minimum of 30 days prior to the Section Board meeting in which the revocation of the Charter will be discussed. Chapter leadership has the right to appear in person before the Section Board to discuss the proposed revocation of the Charter. If a Charter is revoked, the revocation date is at the discretion of the Section Board.

## **ARTICLE IX – VOTING AND VOTER ELIGIBILITY**

**Section 9.1** - Any member of ITE in good standing, excluding student members, shall have voting privileges in the Section if they meet the requirements in *Article II-Membership*.

**Section 9.2** - Voting for elective positions, increased dues when required, special assessments, amendments to these Bylaws, petitions to amend the Section Charter, and other matters so designated by the Section Board shall be by secret ballot. The exact methods, written or electronic, used to conduct elections including ensuring secrecy and validation of votes shall be as prescribed and approved by the Section Board.

**Section 9.3** - The timelines for voting shall be as indicated in *Article V - Nominations and Elections of Officers* and *Article X - Amendments* of these Bylaws.

**Section 9.4** - The Section President shall appoint a Tellers Committee.

**Section 9.5** - Final ballots returned by eligible voters to the designee of the President or the tabulated electronic results shall be reviewed by the Tellers Committee. The Tellers Committee shall report the results to the Section President.

**Section 9.6** – Except as stated elsewhere within these Bylaws, the candidate, resolution or petition receiving the highest number of votes, through a membership vote, shall be declared elected or approved. In case of a tie vote, the Section Board shall make the final decision. In the case of a tied election, the outgoing Section Board, excluding any Board member who is a candidate for the position subject to a tie vote, shall select one of the candidates. In the case of amendments, increasing dues by more than the maximum specified in *Article III - Dues and Assessments, Section 3.2* or special assessments, the adoption provisions of *Article X - Amendments* shall apply.

## **ARTICLE X – AMENDMENTS**

**Section 10.1** - Proposals to amend these Bylaws, increase the dues by more than the maximum specified in *Article III-Dues and Assessments, Section 3.2*, or apply special assessments may be made by resolution of the Section Board or written petition of at least five percent of the voting members of the Section.

**Section 10.2** – Bylaws of the Section may be amended after adoption by an affirmative vote of two thirds of the Section Board. Amendments to the Bylaws so adopted shall be filed with the District for their approval within 30 days after adoption and shall take effect in accordance with the Section Charter. At the Section Board’s discretion, the amendment can instead be put up to the full membership for a vote according to the procedures outlined in *Section 10.3*

**Section 10.3** – Any proposal to increase Section dues by more than the maximum specified in *Article III - Dues and Assessments, Section 3.2* or apply special assessments must be submitted to the voting membership and shall be on the agenda of the next succeeding Section Meeting occurring not less than 30 days subsequently. Such proposals may be amended by majority vote of the members present at the meeting in any manner pertinent to the original proposal. The proposal, in form as amended, shall be submitted within 30 days after the meeting to the qualified voters and voted upon not less than 30 nor more than 45 days after the meeting. An affirmative vote of two thirds of all ballots cast by qualified voters shall be necessary for the adoption of such proposals.