



Tennessee Section Charter

ARTICLE I - PREAMBLE

Section 1.1 - As authorized by the Constitution of the INSTITUTE OF TRANSPORTATION ENGINEERS, INC., hereinafter referred to as ITE, Southern District, hereinafter referred to as the District, as recorded in the minutes of the District Board meeting on February 29, 2020, and as approved by the International Board of Direction of ITE as recorded in the minutes of its meeting on July 23, 2020, grants this Charter for the Tennessee Section of ITE, hereinafter referred to as the Section.

Section 1.2 - This Charter shall be effective beginning January 1, 2021 and shall remain in effect, including any amendments, until rescinded by the District Board.

Section 1.3 - This Charter shall, on the date it becomes effective, supersede any previous charter or constitution of a Section enrolling members from the designated area and shall annul any bylaws of such a Section which may be in conflict with it.

ARTICLE II - AREA AND PURPOSE

Section 2.1 - The area designated as that of this Section shall be the State of Tennessee, or as the area shall be established from time to time by the District Board, or as the area shall be established from time to time as an outcome of amendments to the area designated as the District by the International Board of Direction.

Section 2.2 - To assist in advancing the purposes shown below, this 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. The 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.

Section 2.3 - This Section is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of this Charter, the Bylaws of this Section or the Constitution of the Institute of Transportation Engineers, the Section shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue law). No substantial part of the activities of this Section shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this Section shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 2.4 - No part of the net earnings of this Section shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that this Section shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purposes and objectives set forth in Article II hereof.

Section 2.5 - Upon the winding up and dissolution of this Section, after paying or adequately providing for the debts and obligations of this Section, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational, and/or scientific purposes and which has been established as having tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Section 2.6 - In any taxable year in which the organization is a private foundation as described in Internal Revenue Code 501 the organization shall distribute its income for said period at such time and manner as not to subject it to tax under Internal Revenue Code 4942, and the organization shall not:

- engage in any act of self-dealing as defined in Internal Revenue Code 4941 (d);
- retain any excess business holdings as defined in Internal Revenue Code 4943 (c);
- make any investments in such manner as to subject the organization to tax under Internal Revenue Code 4944; or
- make any taxable expenditures as defined in Internal Revenue Code 4944 or corresponding provisions of any subsequent Federal tax law.

ARTICLE III - MEMBERSHIP

Section 3.1 - ITE members of any grade who, according to ITE records, are located within the area designated for the Section shall be a member of the Section.

Section 3.2 - Any ITE member may become a member of the Section, without residing in the Section area, upon payment of Section dues to ITE.

Section 3.3 -- ITE members who are members of the Section shall be entitled to all privileges of the Section, except that Student members may not vote or hold elective office in the Section.

Section 3.4 - 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 IV - GOVERNMENT

Section 4.1 - The government of the Section shall be vested in its officers, directors, and representatives who shall constitute a Section Board.

Section 4.2 - The Section Board shall manage the affairs of the Section in conformity with the provisions of this Charter, the policies and procedures of the District, actions of the District Board, the Constitution and policies of ITE, and the actions of the International Board of Direction.

Section 4.3 – Upon the adoption of this Charter, the existing Section Board shall expeditiously adopt bylaws that set forth the governance and administration of the Section in accordance with this Charter.

Section 4.4 - The Section bylaws shall set forth the structure of the Section Board in accordance with this Charter and shall provide the manner of nominating and electing Section officers, directors, and representatives, and specifying their terms of office.

Section 4.5 -- The Section bylaws shall establish and govern appointment of committees as otherwise provided heretofore, number and times of meetings, methods of amending bylaws, and such other matters as the Section may desire, provided such bylaws do not conflict with this Charter, the policies and procedures of the District, actions of the District Board, the Constitution, and policies of ITE or policies of the International Board of Direction.

Section 4.6 - The bylaws of the Section may be adopted, and amended after adoption, by an affirmative vote of two-thirds of the Section Board. At the Section Board's discretion, the amendment can be put up to the full membership for a vote in accordance with the voting procedures established in the bylaws. Any dues increase in excess of Twenty percent (20%) or special assessments require a vote by the membership.

Section 4.7 - Bylaws or amendments to the bylaws of the Section shall take effect thirty days after being approved by the District Board. At any time the District Board may annul or amend any part of the Section's bylaws which it considers to be contrary to the Section Charter, the policies and procedures of the District, actions of the District Board, ITE Constitution, or the best interests of ITE by giving notice in writing to the Section.

ARTICLE V - ADMINISTRATION

Section 5.1 -- The Section may issue a Charter establishing a Chapter within its area upon the written request of voting members residing in the proposed Chapter area. The Charter shall be in a form approved by the International Board of Direction. The Section may rescind a Chapter Charter in the manner provided in the Chapter Charter.

Section 5.2 – The Section shall financially support and coordinate with any Chapters established within its area.

Section 5.3 – The Section is responsible for support and coordination of activities/events and to promote member involvement in any Chapters and Student Chapters within their area.

ARTICLE VI - RELATION OF SECTION TO DISTRICT AND ITE

Section 6.1 - The Section shall not speak for the District or ITE unless authorized in the particular matter by the District Board or the International Board of Direction, respectively. The Section may speak for itself on matters pertinent to its geographical area.

Section 6.2 - Sections are encouraged to develop relationships with other not for profit associations at the same level in which the Section operates in the development of meetings and educational programs for ITE members. The Section should not enter into any formal partnerships or agreements, with either national or international organizations, without consent from the ITE International Executive Director.

Section 6.3 - Names and contact information of all elected officers of the Section and the dates on which the terms of each begins and expires shall be reported in writing to the District Board and to ITE Headquarters within 30 days after election.

Section 6.4 - The Section Board shall submit a written annual report to the District Board each year. The report shall include a summary of the Section's activities for the previous year.

Section 6.5 - The District and ITE will not be responsible for debts contracted by the Section. No dues will be required to be paid by the Section to ITE or the District.

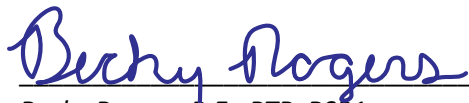
Section 6.6 – The Section may charge annual dues as provided in the Section Bylaws. ITE shall bill all dues at the time of billing ITE dues, and upon collection, remit to the Section. Annual dues for Sections shall be levied so as to cover time periods identical to those covered by annual dues of ITE.

ARTICLE VII - AMENDMENT OF CHARTER

Section 7.1 – The Section's elected officers will be notified in writing by the District Board of any proposed amendment to, or withdrawal of, this Charter so that the Section may have an opportunity for a hearing before the District Board concerning the proposed amendment or withdrawal. The amendment with or without change shall be submitted by the District Board to the International Board of Direction for approval and shall become effective on the date determined by the District Board.

Section 7.2 - The Section Board may petition the District Board to amend this Charter or rescind withdrawal action. The District Board shall meet and act on the petition within six (6) months of its receipt. If the petition is approved, the District Board shall then petition the International Board of Direction for approval of the proposed amendment. The International Board of Direction shall act on this petition in the same manner as provided for amending the District Charter. Amendments to the Section Charter initiated by petition from the Section Board shall become effective upon approval by the District Board, then by the International Board of Direction.

Subscribed for the District Board of the Southern District of the
Institute of Transportation Engineers


Becky Rogers, P.E., PTP, RSP1

Southern District ITE President

December 10, 2020

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