

**BY-LAWS
OF THE
TexITE CAPITAL AREA SECTION**

ARTICLE I - NAME AND PURPOSE

Section 1.1 - Name. The name of this organization shall be the Capital Area Section of District 9 (TexITE) of the Institute of Transportation Engineers.

Section 1.2 - Purpose. The purpose of the TexITE Capital Area Section shall be to promote and foster, at the local level, the purposes of TexITE and the higher levels of government within the Institute of Transportation Engineers (ITE).

Section 1.3 - Boundaries. The boundary of the Section shall be as designated in the TexITE Capital Area Section Charter.

Section 1.4 - Boundary Changes. Changes to the Section boundaries shall be considered a change to the TexITE Capital Area Section Charter which shall be amended as described therein.

ARTICLE II – MEMBERSHIP

Section 2.1 - Section Members. Any TexITE (ITE District 9) Member or Affiliate who resides or works within the area designated for the Section, and who is in good standing with TexITE, shall be eligible to become a Section Member and shall become a Section Member upon payment of Section dues. Any member of the Institute of Transportation Engineers (ITE) may become a member of the Section, without residing or working in the Section area, upon approval of the Section members.

Section 2.2 - Section Affiliates. Any other interested individual who is not a student and who resides or works within the Section boundaries may, at the discretion of the Section, become a Section Affiliate upon payment of Section dues.

Section 2.3 - Student Members. A College or University student enrolled in a recognized transportation related program at an engineering or planning school, and who is a student or resides within the designated boundaries is eligible to become a Student Member of the Section.

Section 2.4 - Privileges. All TexITE Members who are Members of the Section shall be entitled to all the privileges of the Section, including the right to vote and the right to hold elective office. TexITE Affiliates, Section Affiliates and Student Members shall be entitled to all privileges of the Section except the right to vote and the right to hold elective office.

ARTICLE III - FEES, DUES, AND ASSESSMENTS

Section 3.1 - Initiation Fees. There shall be no initiation or entrance fee.

Section 3.2 - Annual Dues. Annual dues shall be established in the Section's Annual Budget, subject to limitation on maximum amount as regulated by TexITE.

Section 3.3 - Dues Payment. Annual dues shall be assessed all eligible Section Members and Section Affiliates and are payable at the beginning of the fiscal year which shall be January 1st. Dues shall be considered in arrears on March 1. Members whose dues remain in arrears on January 1 of the following year shall be considered inactive and shall not be eligible to hold office or vote in Section elections. A Member shall be considered as inactive until dues in arrears and current fiscal year dues are paid.

ARTICLE IV - GOVERNMENT

Section 4.1 - Officers and Term. The officers of the Section shall consist of a President, Vice President, and a Secretary-Treasurer. The officers shall be elected annually to assume office on January 1 for a term of one year or until a successor takes office. A member may occupy the same elective office for more than one term. Officers shall be voting members of the TexITE and Members of the Capital Area Section.

Section 4.2 - Section Representative(s) and Term. There shall be one or more Section Representative(s) to represent the Section on the District Board in accordance with the District Charter and Bylaws. The Section Representative(s) shall be elected in the same manner as Section Officers. Each Section Representative shall serve a two-year term with the terms staggered so that approximately one-half are elected each year. Newly elected Section Representative (s) shall take office at the beginning of the year following election. The Section Representative(s) shall be (a) member(s) of the Institute.

Section 4.3 - Executive Board. The government of the Section shall be vested in its Executive Board. The Executive Board shall manage the affairs of the Section. The Executive Board shall consist of the President, Vice President, Secretary-Treasurer, Section Representative(s), and the immediate Past President whose term has most recently expired and still resides within the Section. A majority of the Section Executive Board shall constitute a quorum.

Section 4.4 - Succession. In the event of a vacancy in the office of President, the Vice-President shall assume office. In the event of a vacancy in the office of Vice President, the Secretary-Treasurer shall assume the office. In the event of a vacancy in the office of Secretary-Treasurer or Section Representative, the Section Executive Board shall appoint an eligible Section member to complete the remainder of the term.

Section 4.5 - Duties of the President. The President shall preside over Section meetings and shall appoint committees as he or she sees fit. The President shall be an ex-officio member of all committees except the Nominating Committee.

Section 4.6 - Duties of the Vice President. The Vice President shall be responsible for arranging Section meetings and shall preside over such meetings in the absence of the President.

Section 4.7 - Duties of the Secretary-Treasurer. The Secretary-Treasurer shall maintain the records and bank account of the Section and collect Section dues. The Secretary-Treasurer shall prepare the Section's Annual Budget, which must be approved by a majority of the Section Membership at the Section's Annual Business Meeting.

Section 4.8 - Duties of the Section Representative(s). The Section Representative(s) shall represent the Section on the District Board.

ARTICLE V - MEETINGS

Section 5.1 - Regular Meetings. Regular Section meetings shall be held as determined by the Section Executive Board. No action affecting the Section may be taken unless notice concerning the matter has been transmitted to all Section members at least two weeks in advance. Such notice may be sent by regular mail, facsimile, or electronic mail.

Section 5.2 - Executive Board Meetings. The Section Executive Board shall meet at the discretion of the President or upon request of two members of the Section Executive Board.

Section 5.3 - Annual Business Meetings. An annual Section Business Meeting shall be held during the last three months of the fiscal year. The proposed date of the Annual Business Meeting shall be established and announced to the membership at least two months in advance.

Section 5.4 - Restrictions on Meeting Times. A regular or annual Section meeting shall not be held concurrently with or within two weeks of a TexITE (ITE District 9) meeting.

ARTICLE VI - SECTION FUNCTIONS AND ACTIVITIES

Section 6.1 - Allowable Functions and Activities. The following functions and activities may be undertaken by the Section:

1. Technical meetings, exhibits, tours, research and projects
2. Training programs
3. Social events
4. Section newsletter
5. District newsletter input

Section 6.2 - Prohibited Functions and Activities. The following activities are not permitted:

1. Resolutions
2. Any other activity or function which would be in violation of the District charter, By-Laws, or policies or Institute Constitution policies
3. Any activity which might compromise the existing or potential tax-exempt status of the Institute, District, or Section.

ARTICLE VII - NOMINATION AND ELECTION OF OFFICERS

Section 7.1 - Nominating Committee. The members of the Nominating Committee shall be appointed by the President on an annual basis. The Committee shall consist of at least three Section members who are not currently holding an elective office.

Section 7.2 - Duties of the Nominating Committee. The Nominating Committee shall consider the qualifications of prospective officers and shall ascertain their willingness to serve, if

elected. Nominations for any office may be made to the Nominating Committee by two or more Section members who are eligible to vote. If a member is nominated for more than one office, he or she shall be considered a candidate only for the one office which he or she prefers. The Nominating Committee shall report to the Section Secretary-Treasurer a list of nominees for each elective office.

Section 7.3 - Nominations of Additional Candidates. At a subsequent Section meeting, the nominations of the Nominating Committee shall be announced. Additional nominations may be received at that meeting or subsequent until one month prior to the Section's Annual Business Meeting. These additional nominations must be supported by at least five eligible voters and are then forwarded to the Nominating Committee for consideration.

Section 7.4 - Transmission of Ballots to Eligible Voters. No later than 14 days in advance of the Annual Business Meeting, the Secretary-Treasurer shall transmit, to all eligible voters: a ballot, an announcement of the time and place of the Annual Business Meeting, and instructions setting forth the procedure for return of the ballots. The ballots shall include the names of all nominated candidates and shall not differentiate whether a particular candidate was nominated by petition or by the Nominating Committee.

Section 7.5 - Collection and Tabulation of Ballots. The ballot may be transmitted to the Secretary- Treasurer before the Annual Business Meeting, or may be turned in at the Annual Business Meeting. The President shall appoint a Tellers Committee which shall verify the eligibility of each voter and canvass all ballots cast by eligible voters. For each office, the person receiving the greatest number of eligible votes shall be declared elected. In the case of a tie vote, the winning candidate shall be determined by a secret ballot cast by the eligible membership in attendance at the Annual Business Meeting.

Section 7.6 - Transmission of Election Results. Names and addresses 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 President and the Institute Headquarters within thirty (30) days after election.

ARTICLE VIII - BY-LAWS AND BY-LAWS AMENDMENTS

Section 8.1 - General. The Section may adopt by-laws which are not in conflict with the Institute Constitution, District Charter, District By-Laws, Section Charter, or officially adopted Policies of the District. In the event of a conflict between these by-laws and the Section Charter, the Section Charter shall prevail.

Section 8.2 - Preliminary Consideration. Initial Section By-Laws or subsequent amendments thereto, as proposed by the Executive Board, shall be discussed as an item of business at a Section meeting. In the announcement of the time and place of such meeting, the Secretary-Treasurer shall include the fact that preliminary consideration of proposed By-Laws or By-Laws Amendment will be an item of business. Such notification shall be transmitted to all Section members prior to the meeting. At the meeting, the proposed By-Laws or By-Laws Amendment may be modified by the majority of the eligible voters present.

Section 8.3 - Process for Adoption. The modified By-Laws or By-Laws Amendment shall be voted on using a secret ballot procedure similar to that used for election of officers but administered by the Section Executive Board. An affirmative vote of two-thirds of all ballots

cast shall be necessary for the adoption of any amendments to the By-Laws, provided the total number of voters shall not be less than a majority of the membership eligible to vote. Amendments to the By-Laws so adopted shall take effect when filed and approved by TexITE (District 9) and International ITE Headquarters.