

**BRAZOS VALLEY SECTION
of
DISTRICT 9, INSTITUTE OF TRANSPORTATION ENGINEERS**

BY -LAWS

ARTICLE I - NAME AND PURPOSE

Section 1.1 - Name. The name of this organization shall be the Brazos Valley Section Institute of Transportation Engineers.

Section 1.2 - Purpose. The purpose of the Brazos Valley Section shall be to enable engineers and other professionals with knowledge and competence in transportation and traffic engineering to contribute individually and collectively toward meeting human needs for personal mobility, goods movement and safety, and to promote professional development, public awareness, exchange of professional information, and maintenance of a central point of reference and action. The Section shall:

- 1) Advance the objectives of the Institute.
- 2) Foster closer association of Institute Members.
- 3) Encourage Members to prepare or discuss papers.
- 4) Prepare suggestions on matters of policy to the Institute Board of Direction.
- 5) Consider local transportation and traffic engineering problems.
- 6) Cooperate with other local engineering and other professional groups on matters of common interest.
- 7) Present the transportation and traffic engineering point of view consistent with established Institute policies.
- 8) Encourage the introduction of transportation and traffic engineering courses in colleges, universities and technical schools in the Section.

Section 1.3 - Boundaries. The boundary of the Section shall be the counties of Brazos, Madison, Robertson, Leon, Burlison, Washington, and Grimes in the State of Texas.

Section 1.4 - Boundary Changes. Changes to the Section boundaries shall be considered a change to these By-Laws and shall be amended as described in Article VIII.

ARTICLE II – MEMBERSHIP

Section 2.1 - Section Members. Any Institute Member who resides within the area designated for the Section, and who is in good standing with the District, shall be eligible to become a Section Member and shall become a Section Member upon payment of Section dues. Any Institute member may become a member of the Section, without residing in the Section area, upon approval of the Section Executive Board and upon payment of the Section dues.

Section 2.2 - Section Affiliates. Persons who fall into one of the following classifications may be affiliated with the Section as Section Affiliates upon payment of Section dues:

- a) Professional/Technical Section Affiliate
 - Engineers in the transportation and traffic profession who lack sufficient experience for Institute membership or who have yet to apply for such membership; or,
 - Persons engaged in transportation and traffic engineering support work.
 - Professionals in related fields who by virtue of stature or official position are in a position to contribute to the work of transportation and traffic engineers.
- b) Commercial Section Affiliate
 - Persons engaged in commerce or industry who come into frequent contact with transportation and traffic engineers and who thus have an interest in the profession and are in a position to work with and assist transportation and traffic engineers; provided, however, that the total number of Section Affiliates of this classification shall not exceed 50 percent of the total number of Institute Members in the Section.
- c) Life Section Affiliate
 - Retired Section Affiliates of all classifications meeting the following requirements:
 - 65 years or older and 25 years of services as a dues paying Affiliate of the Section; or,
 - 55 years or older and retired from previous full-time employment and who do not have more than \$10,000 annual income from transportation engineering relating service and/or product sale.

The Section officers shall have a periodic review made of the qualifications of Section Affiliates. Any Section Affiliate meeting minimum qualifications for Institute membership shall be encouraged to apply for such membership. Any Section Affiliate who, by reason of any change in occupation or profession, shall cease to be in contact regularly and frequently with transportation and traffic engineers or the transportation and traffic engineering profession shall forfeit affiliation with the Section without prejudice. Any Section Affiliate who advertises, uses or attempts to use identification with the Section in any manner whatsoever with intent to derive personal gain there from shall forfeit affiliation with the Section. The Officers of the Section shall consider the expulsion of any Section Affiliate (a) upon information coming to their notice, or (b) upon the written request of five or more Members, and for the cause set forth, a person identified as Section Affiliate may be expelled. The Section Officers shall thereupon follow the procedure set forth in the Institute Constitution. In the event such a charge is brought against a Member or Affiliate of the Institute, the Section Officers shall immediately refer the matter to the Institute board of Direction for handling as provided in the Institute Constitution.

Section 2.3 - Section Student Members. A college or university student enrolled full time and who resides within the designated boundaries is eligible to become a Student Member of the Section.

Section 2.4 - Privileges. All Section Members shall be entitled to all the privileges of the Section, including the right to vote and the right to hold elective office. Section Affiliates and Section Student Members shall be entitled to all privileges of the Section except that they may not vote and/or hold elective office.

Section 2.5 - Change in Member Status. Any Institute member whose Institute membership has been forfeited shall automatically forfeit Section Member status in the Section. Said person may make a request for Section Affiliate status. Any Member of the Institute who is placed on inactive

status by the Institute Board of Direction may also be placed on inactive status at the Section level at the discretion of the Section Officers.

ARTICLE III - FEES, DUES, AND ASSESSMENTS

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

Section 3.2 - Application Fees. An application fee not to exceed 50 percent of the annual dues may be assessed by the Section Officers.

Section 3.3 - Annual Dues. Annual Section dues shall be established by the Section Officers. Such dues shall be payable at the beginning of the fiscal year which shall be as determined by the Section Officers. Dues of new Members and Section Affiliates shall be payable when they apply for membership. Retired Life Members of the Institute and Life Section Affiliates are exempt from payment of Section dues.

Section 3.4 - Dues Payment. Any Section Member whose Section dues are more than six months in arrears (dating from the beginning of the fiscal year) shall lose the right to vote. Should the dues of any Institute Member or Section Affiliate become one year in arrears, that person's connection with the Section shall be forfeited. The Section Officers, however, may for a cause deemed by them sufficient, extend the time for payment and for the application of these penalties. Unpaid dues shall become an obligation to be paid before the delinquent can be restored to good standing in the Section.

Section 3.5 - Special Assessments. Special assessments may be made by the affirmative vote of two-thirds of the Section Members present at any regular meeting or by two-thirds of the Section Members voting on a mail ballot.

ARTICLE IV - GOVERNMENT

Section 4.1 - Officers and Term. The Officers of the Brazos Valley Section shall consist of a President, Vice President, and a Secretary-Treasurer. The office of Vice President shall be designated as President-Elect to automatically succeed the President at the expiration of the President's term in office. The office of Secretary-Treasurer shall be designated as Vice President-Elect to automatically succeed the Vice President at the expiration of the Vice President's term in office. The officers shall be elected annually to assume office at the beginning of the fiscal year following election for a term of one year or until a successor takes office. No Member shall occupy the same elective office for more than two consecutive terms.

Section 4.2 - Section Representatives 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 Representatives shall take office at the beginning of the year following election.

Section 4.3 - Executive Board. The government of the Section shall be vested in its Executive Board. The Section Executive Board shall manage the affairs of the Section in conformity with the provisions of the District Charter, District Bylaws, Section Charter and Section Bylaws, and the policies of the Institute. The Executive Board shall consist of the President, Vice President, Secretary-Treasurer, Section Representative(s), and the living 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 thereof.

Section 4.4 - Succession. In the event of a vacancy in the office of President, the Vice-President shall assume office for the remainder of the unexpired term. In the event of a vacancy in the office of Vice President, the Secretary-Treasurer shall assume the office for the remainder of the unexpired term. In the event of a vacancy in the office of Secretary-Treasurer or Section Representative(s), 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 meetings of the Section Executive Board. The President shall appoint committees and Chairpersons as he or she sees fit. The President shall be an ex-officio member of all committees except the Nominating Committee. The President may appoint an Advisory Council as deemed necessary for the purpose of advising Section Officers on general programs, direction and policies of the Section. The President shall prepare a written annual report in December of each year and shall submit the report to the District Board by January 15th of the following year. The report shall include a summary of the Section's activities for the year and a roster of the Section's active membership showing grade and type of each member.

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 preside over Section meetings in the event of the absence of both the President and the Vice-President.

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

Section 4.9 - Fiscal Year and Annual Budget. The Section fiscal year shall begin and end concurrently with that of District 9 of the Institute of Transportation Engineers. The Secretary-Treasurer shall prepare the Section's Annual Budget. Subject to review and concurrence by the Section Executive Board, the budget shall be presented to the membership and approved by a majority of the Section Membership attending the Section's Annual Business Meeting.

Section 4.10 - Charter of Subsections. The Section Executive Board may charter Subsections to meet specific needs within its boundaries upon written request of at least five voting Section members residing in the proposed Subsection area. Subsections shall adopt By-Laws that are not inconsistent with Section By-Laws and the Section Charter or the Subsection Charter. Subsection By-Laws shall be filed with the Section Executive Board, District and the Institute within thirty (30) days of adoption or amendment and shall take effect upon being filed with the Section Executive Board. The Section Executive Board may rescind a Subsection Charter by giving thirty (30) days notice in writing to the Subsection.

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 of the meeting. 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 District 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; and
- 5) District newsletter input.

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

- 1) Any activity or function which would be in violation of the Section or District charter, Section or District By-Laws, District or Section policy, or Institute Constitution or policy and
- 2) 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 AND SECTION REPRESENTATIVES

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 eligibility of prospective officers and section representatives under provisions of the By-Laws, and shall ascertain their willingness to serve, if elected. Recommendations for the office of Secretary-Treasurer and Section Representative(s) may be made to the Nominating Committee by any Section member who is eligible to vote. If a member is recommended for more than one office, he or she shall be considered a candidate only for the one office he or she prefers. The Nominating Committee should select two candidates for Secretary/Treasurer and two candidates

for each Section Representative position to be filled. The Nominating Committee shall provide to the Section Secretary-Treasurer a list of candidates for each elective office.

Section 7.3 - Nominations of Additional Candidates. At a Section meeting, the nominations of the Nominating Committee shall be announced. Additional nominations may be received by petition at that meeting or thereafter until one month prior to the Section's Annual Business Meeting. Additional nominees who are supported by petition of at least five eligible voters will be forwarded to the Nominating Committee for consideration of their eligibility and their willingness to serve, if elected.

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 the following 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 specify how a particular candidate was nominated.

Section 7.5 - Collection and Tabulation of Ballots. Members may transmit their ballot to the Secretary-Treasurer before the Annual Business Meeting or turn in their ballot 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. The person receiving the majority of eligible votes cast at the Annual Business Meeting shall be declared elected.

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.

Section 7.7 - Removal of Officers and Section Representative(s). The membership, by petition to the Executive Board, may initiate a vote of the eligible voters to determine the removal of any elected officer or section representative from current office. The petition must contain the legible signatures of no less than twenty percent (20%) of the eligible voters. The Executive Board shall cause the petition to be validated or invalidated within thirty (30) days and, if validated, shall submit a ballot to eligible voters asking the question: "Shall (name) be removed from the office of (office)?" Should the affirmative carry a majority of at least two-thirds (2/3) of the eligible votes cast, the office shall be declared vacant and the vacancy shall be filled in the manner prescribed in Section 4.4 of these Bylaws.

ARTICLE VIII - BY-LAWS AND BY-LAWS AMENDMENTS

Section 8.1 - General. Proposals to amend these Bylaws or to petition amendments to the Charter may be made by resolution of the Officers of the Section or by written petitions signed by at least five (5) voting Members.

Section 8.2 - Preliminary Consideration. Initial Section By-Laws or subsequent amendments thereto 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 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 casting a vote 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 the District Board, as provided in the Charter.

Section By-Laws as adopted by membership at the June 6, 2007 meeting.

David Besly, President

Date

Michael Martin, Vice President

Date

Srinivasa Sunkari, Section Representative

Date