



TEXAS DISTRICT BYLAWS

ARTICLE I – NAME AND PURPOSE

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

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

- support the overall goals and objectives of ITE;
- provide member representation on the International Board of Direction (IBOD);
- support and coordinate with the Sections within the District;
- support the interchange of technical and professional information;
- encourage membership participation and leadership opportunities through all levels of ITE; and
- support student and younger member programs.

The District 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 District logo shall be developed by the District 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 District in its Charter with ITE, and who is in good standing with ITE, shall be a member of the District. Throughout these Bylaws, the term “resides” refers to the individual's preferred ITE mailing address, either home, place of business or educational institution.

Section 2.2 - Any ITE member may become a District member, without residing in the District area, upon payment of District dues to ITE.

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

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

ARTICLE III – DUES AND ASSESSMENTS

Section 3.1 - Annual District dues shall be established by the District Board and shall be billed by ITE at the time of billing ITE dues. At least 90 days prior to beginning of ITE’s fiscal year, the District shall notify ITE Headquarters of the amount established for District dues for the following fiscal year.

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

Section 3.3 - Special assessments proposed by the District Board may not be applied without a vote of the District 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 District is also terminated. Restoration of membership in the District is contingent upon the clearing of arrears and membership reinstated by ITE.

Section 3.5 - All Honorary and Student Members of ITE shall not be liable for District dues.

ARTICLE IV– OFFICERS AND BOARD

Section 4.1 - The elective officers of the District 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. No more than two officers shall serve from any one Section at any one time. No member shall occupy the same elective office of President, Vice President, or Secretary-Treasurer for more than two consecutive terms.

Section 4.2 - The Executive Committee shall include, the Past President, President, Vice President, Secretary-Treasurer, and International Director. The role of the Executive Committee is to oversee the implementation of District Board policy and administer the day-to-day affairs of the District.

Section 4.3 –The voting members of the District Board shall consist of the elective officers of the District described in *Section 4.1*, the Executive Committee described in *Section 4.2* and Representatives from each Section within the District boundaries to provide for equitable representation. All members of the District Board must be a voting member of the District. No member shall occupy simultaneously more than one office on the District Board.

Section 4.4 - Representative(s) shall serve from each of the Sections in the District. The number of Section Representatives is determined by the District and shall be a minimum of one and not exceed two per Section. The Section Representatives shall be selected in a manner as prescribed within each Section's Bylaws and must be voting members of their respective Section Boards. Each Section Representative's term of office shall be for a period of either one or two years. No member shall occupy this role for more than two consecutive terms. If more than a one (1) year term is chosen, the terms of Section Representatives should be staggered to maximize continuity on the District Board.

Section 4.5 - In the event of a vacancy occurring in the office of President, the unexpired term shall be filled by the Vice President. In the event of a vacancy occurring in any other elective offices as per *Section 4.1*, the District Board, at its discretion, may appoint a District Board member to fill the unexpired term or may choose to temporarily assign the respective duties of the vacant position among the remaining elected District Board members. If a vacancy occurs in the office of International Director, the District Board shall elect a member to fill the unexpired term. 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 District may fill the unexpired term.

In the event of a vacancy in the office of Section Representative, the Section shall fill the vacancy in the manner prescribed in that Section's bylaws. 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.

ARTICLE V - NOMINATION AND ELECTION OF OFFICERS AND INTERNATIONAL DIRECTOR

Section 5.1 -- The President shall appoint no later than March 1, a Nominating Committee chaired by the immediate Past President and at least one of the Representatives from each Section elected to serve on the District Board as prescribed in *Article IV - Officers and Board, Section 4.3*

Section 5.2 – The Nominating Committee shall nominate one or more qualified candidates for each of the offices of President and Vice President. The Nominating Committee shall nominate at least two qualified candidates for the position of Secretary-Treasurer. If such year is also the last year of a current International Director's term, the Committee shall also nominate at least two qualified candidates for International Director. Written consent to accept office 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** shall be as follows:

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

Section 5.4.2 - The Nominations Committee shall transmit its list of nominees and their written consent to serve to the President who shall immediately transmit it to the District 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 District shall announce to the members of the District a list of the candidates nominated by the Nominations Committee.

Section 5.4.4 - Not later than thirty (30) days prior to the end of balloting, the District 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 District 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 - The election timeline for the **International Director** may follow the same timeline for other officers as outlined in Section 5.4. The election timeline may also be based on a timeline for ITE's Annual Meeting as outlined below.

Section 5.6.1 – The International Director shall be elected by a vote of all eligible voters within the District.

Section 5.6.2 - No later than April 1st, the Committee shall transmit a list of its nominees and their written consent to serve to the President who shall immediately transmit it to the District Board

Section 5.6.3 - Not later than ninety (90) days prior to ITE's Annual Meeting, the District Board shall send to the voting members of the District a list of the candidates nominated by the Nominations Committee.

Section 5.6.4 - Not later than forty-five (45) days prior to ITE's Annual Meeting, the Secretary-Treasurer shall send to each eligible voter a final ballot or electronic message with instructions for voting. The final date for voting shall be not later than fifteen (15) days prior to ITE's Annual Meeting. The votes shall be tabulated within 10 days from the end of balloting. The District Board shall be informed immediately, followed by notification to the candidates.

Section 5.7 - 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. The terms of International Director(s) shall be as provided for in ITE's Constitution.

ARTICLE VI - GOVERNMENT

Section 6.1 – The District Board holds all of the authority of the District; the Executive Committee's role is to implement Board policy and to oversee the day-to-day administration of the District.

Section 6.2 - The President shall preside at meetings of the District, Executive Committee and of the District Board. In the absence of the President, the Vice President shall preside at meetings and discharge the President's duties.

Section 6.3 – Official transaction of business at any District Board meeting requires a quorum. A majority of the District Board shall constitute a quorum. Once a quorum of the District Board is established, the affirmative vote of a majority of the District Board voting members in attendance shall be necessary to take any action. In case of a tie vote, the action is not approved.

Section 6.4 - The District President shall be an ex-officio member of all committees, except the Nominating Committee.

Section 6.5 - Pursuant to Article V, Section 1 of the Constitution of ITE, the Executive Committee, with approval of the District Board, annually shall designate from among the District membership at least one voting member as candidate for appointment to ITE's Nominating Committee. One of these must be the current International Director for the District.

Section 6.6 - The President, in concurrence with Executive Committee, shall create committees and appoint chairs as may be desirable, with the approval of the District Board.

Section 6.7 – The District Board may establish a District Administrator position. In such circumstances, the Executive Committee may appoint a District Administrator with the concurrence of the District Board. The District Administrator shall have voice at all meetings of the District Board and should be included in all District Board communications but be a non-voting participant of the District Board meetings.

Section 6.8 - The membership may, by petition to the District Board, initiate a vote to determine if a District officer shall be removed from office. The petition must include at least 20 percent of the eligible voters in the District. Within 30 days after receipt of the petition by the District Board, the following question shall be submitted to each voting member in the District 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 25 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 6.9 - The membership may, by petition to the District Board, initiate a vote to determine if any action of the District Board shall be rescinded. The petition must include at least 20 percent of the eligible voters in the District. Within 30 days after receipt of the petition by the District Board, the petitioned action shall be immediately suspended. The District Board must either rescind the disputed action or within 30 days the following question: "Should the following action of the District Board be rescinded"? must be submitted to the District membership for a vote. Should the positive carry a majority, and at least 25 percent of the eligible voters cast ballots, the District Board action will be rescinded.

Section 6.10 - The District Board shall establish and maintain a Board Procedures Manual for conducting the business of the District. Such procedures shall be in writing and shall be contained in a manner available for viewing by members of the District. Procedures may be established or modified by a majority vote of the District Board. Board Procedures may not be in violation of the Bylaws. Once established, they should guide the actions of the District Board and the District as long as they are applicable.

Section 6.11 – The membership may, by petition to the District Board signed by at least five percent of the eligible voters within the District, request any subject to be placed on the agenda of the Business Meeting of the District. Such petition must be received by the District Board at least 30 days prior to the Annual Meeting. At the Annual Meeting, the membership assembled may advise the Board in any manner germane to the petition. The District Board, within six months, shall report to the membership its action on the subject.

ARTICLE VII - MEETINGS

Section 7.1 - There shall be an organizational meeting of the District Board to conduct the administrative functions of the District including development of line item budgets, preparation of a calendar of meetings and other motions for adoption by the District Board.

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 District Board meetings.

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

Section 7.4 - An Annual Meeting of the District shall be held at a date and place selected by the District Board. During the Annual Meeting of the District, there shall be a Business Meeting of the District where a full reporting of the year's activities, financial condition and reports of the immediate past, current and future annual meetings are presented to the membership.

Section 7.5 – The District bears full fiscal responsibility for the Annual Meeting, unless stipulated by any other agreement. As such, it shall receive any surplus generated, and be liable for any shortfall.

Section 7.6 - Robert's Rules of Order shall govern the conduct of District Board meetings in all cases to which they are applicable and not in conflict with ITE's Constitution, other procedural rules of the District Board, and these Bylaws.

ARTICLE VIII – SECTIONS AND CHAPTERS

Section 8.1 - The District Board may issue Charters establishing Sections within its area upon written request of at least eight voting members residing in a proposed Section area. The Charter shall be in a form approved by the IBOD. The District Board may rescind any Charter in the manner provided in such Charter.

Section 8.2 - The District Board may issue Charters establishing Student Chapters in accordance with the District Charter. The District Board may rescind a Student Chapter Charter in the manner provided in the Student Chapter Charter.

Section 8.3 - If the Charter for a Section or Student Chapter is under consideration for revocation, the appropriate Section Board or Student Chapter Faculty Advisor must be notified in writing of the contemplated action a minimum of 30 days prior to the District Board meeting in which the revocation of the Charter will be discussed. The Section Board, Student Chapter Faculty Advisor, and/or Student Board representation has the right to appear in person before the District Board to discuss the proposed revocation of the Charter. If a Charter is revoked, the revocation date is at the discretion of the District 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 District if they meet the requirements in *Article II - Membership*.

Section 9.2 - Voting for Officers, District Director(s), International Director(s), increased dues when required, special assessments, amendments to these Bylaws, petitions to amend the District Charter, and other matters so designated by the District 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 Executive Committee.

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

Section 9.4 - The District President shall appoint a Tellers Committee in accordance with the Board Procedures Manual.

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 President.

Section 9.6 – Except as stated elsewhere within these Bylaws, the candidate, resolution or petition receiving the highest number of votes, during a membership vote, shall be declared elected or approved. In case of a tie vote, the District Board shall make the final decision. In the case of a tied election, the outgoing District 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* and 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 District Board or written petition of at least five percent of the voting members of the District.

Section 10.2 – Bylaws of the District may be amended after adoption by an affirmative vote of two thirds of the District Board. Amendments to the Bylaws so adopted shall be filed with ITE within 30 days after adoption and shall take effect in accordance with the District Charter. At the District 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 District 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 District Business 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 such submission. An affirmative vote of two thirds of all ballots cast by qualified voters shall be necessary for the adoption of such proposals.



TEXAS DISTRICT

ADDENDUM TO DISTRICT BYLAWS