



Institute of Transportation Engineers
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Date: Monday, November 26, 1990

To: Nelson English
ITE Australian Section President
FAX 011 61 3 528 5126

From: Thomas W. Brahms
Executive Director

Subject: October 18, 1990 FAX Concerning Incorporation of the Australian Section

Please accept my apologies for the length of time that has transpired since receipt of your FAX. I have had to review my recommendations with several outside sources.

First, there is no reason for the Australian Section not to be incorporated under the Australian law. And I encourage the section to do so.

There are three documents that contain the information that will be of use to the section in filing: the ITE Constitution, the Australian Section Charter and the Australian Section Bylaws. Copies of those are enclosed. The filing must conform to these documents.

On the downside of incorporation— are there annual requirements for filing corporate reports, financial summaries, and tax filings? Are there penalties that are incurred if the filings are not done on time?

Are there provisions for tax exempt forms of corporations under Australian law? If so, what are the requirements for filing under these provisions? Are there benefits to the section such as the ability of receiving tax deductible contributions, postal rate reductions and favorable consideration for grants from governmental agencies and/or corporate foundations?

Although the section currently may not benefit from these provisions now, they may be beneficial in the future as the section continues to grow and the activities expand.

Although you refer to the simplicity of the filing, appropriate legal counsel should be versed in the issues raised above and therefor should be sought.

Enclosures

INSTITUTE OF TRAFFIC ENGINEERS

COMMONWEALTH OF AUSTRALIA

SECTION

(Referred to herein and elsewhere
as the AUSTRALIAN SECTION)

file

BY-LAWS

1st June, 1971

Approved by the Interim
Executive Committee

BY-LAWS OF THE AUSTRALIAN SECTION
INSTITUTE OF TRAFFIC ENGINEERS

ARTICLE I - MEMBERSHIP

Section 1.1 - The membership of the Section shall consist of those Institute members as specified in the Charter of the Section.

Section 1.2 - Membership in the Section (for other than Section Affiliates) shall be granted upon application in writing to the Secretary-Treasurer and payment of dues.

Section 1.3 - Persons in the area who fall into one or more of the classifications specified in the Charter of the Section may be affiliated with the Section as Section Affiliates.

Section 1.4 - All applications for Section Affiliate, except by engineering students, shall include as reference the names of not less than five persons to whom the candidate is personally known, at least three of whom shall be Institute members, and the remainder shall be members of the Institution of Engineers, Australia. All applications for Section Affiliate by a student shall be certified by a faculty member at the engineering school attended by the applicant.

Section 1.5 - The Section Membership Committee shall process the applications for any type of Section Affiliate, including securing confidential reports from the applicant's reference as required. The Section Membership Committee shall forward the application, the applicant's experience record and the confidential reports of the references, together with its own recommendation, to the Executive Board of the Section for final action.

Section 1.6 - At least thirty days prior to the final action of the Section Executive Board, the members of the Section shall be notified of the name, address and occupation of each applicant for Section Affiliate either by mail or a publication of the Section.

Section 1.7 - Election of Section Affiliates shall be by vote of the Executive Board of the Section. An affirmative vote by a majority shall be required for election.

ARTICLE II - RESIGNATION AND EXPULSION

Section 2.1 - Any Institute member or any Section Affiliate may resign from the Section by written communication to the Executive Board of the Section. If his Section dues have been paid, the Board shall accept his resignation.

Section 2.2 - Any Institute member or any Section Affiliate whose Section dues are more than one year in arrears may be dropped from Section affiliation by the Executive Board of the Section, and the unpaid dues become an obligation to be paid before good standing in the Section can be restored.

Section 2.3 - Any Institute member whose Institute membership has been forfeited shall also forfeit his membership in the Section, and will be eligible to reapply for membership in the Section only if he is reinstated to membership in the Institute. Any member of the Institute who is placed on inactive status by the Institute Board of Direction shall also be placed on inactive status by the Section Executive Board.

Section 2.4 - Any Section Affiliate who, by reason of any change in his occupation or profession, shall cease to be in contact regularly and frequently with Traffic Engineers or the Traffic Engineering Profession shall forfeit his affiliation with the Section without prejudice.

Section 2.5 - The Section Membership Committee shall annually review the qualifications of Section Affiliates. As soon as any Section Affiliate meets minimum qualifications for Institute membership, he shall be encouraged to apply for such membership. Any such Section Affiliate who fails to apply for Institute membership within one year after meeting the qualifications for Institute membership shall forfeit his affiliation with the Section.

Section 2.6 - Any Section Affiliate who advertises, uses or attempts to use his identification with the Section in any manner whatsoever with intent to derive personal gain therefrom shall forfeit his affiliation with the Section.

Section 2.7

- (a) The Executive Board of the Section shall consider the expulsion of any Section Affiliate
- (i) upon information coming to its notice, or
 - (ii) upon the written request of five or more members, or
 - (iii) upon recommendation of the Section Membership Committee, that, for the cause set forth, a person identified as a Section Affiliate be expelled.

If the circumstances appear to warrant further action, the Board shall advise the accused in writing of the charges against him and of the date on which the charges will be considered. The accused may, if he desires, present a defence, either in person or in writing, on the date set forth in the letter. The final action of the Board shall be taken at a later meeting. A two-thirds vote of the entire Board shall be required for expulsion, while all other disciplinary action may be by majority vote of the entire Board. The Board shall notify the Institute Board of Direction of any action taken. The Board shall further notify the Section membership of any action taken resulting in expulsion, and may notify the membership of any other disciplinary action.

- (b) In the event charges are brought against a member or an Affiliate of the Institute, the Section Executive Board shall immediately refer the matter to the Institute Board of Direction.

ARTICLE III - FEES, DUES AND ASSESSMENTS

Section 3.1 - Entrance fees and annual dues shall be as follows:

<u>Institute Members & Affiliates</u>	<u>Entrance Fee</u>	<u>Annual Dues</u>
Honorary	None	None
All other grades	None	\$2.00
<u>Section Affiliates</u>		
Students	None	\$2.00
All others	None	\$2.00

Section 3.2 - Annual dues shall be payable at the beginning of the fiscal year, which shall be July 1 of each year. Dues and any required entrance fees of new members and Section Affiliates shall be payable on election, with dues prorated to the number of quarters remaining in the fiscal year. Any member who joins the Section during the last quarter and elects to pay a full year's dues, shall automatically have his dues considered paid for the following year.

Section 3.3 - If a member's or Section Affiliate's dues become more than one year in arrears, action as provided in Article II shall be taken by the Section Executive Board. The Board may, for a cause deemed sufficient, extend the time for payment and for the application of these penalties.

Section 3.4 - Special assessments may be made by the affirmative vote of two-thirds of the members either at any regular meeting or on a mail ballot.

ARTICLE IV - NOMINATION AND ELECTION OF OFFICERS

Section 4.1 - The Executive Board of the Section shall consist of one Director representing each State or Territory of the Commonwealth of Australia, and a Secretary-Treasurer. All members of the Executive Board shall be elected annually, to assume office following election at the Annual Meeting of the Section, for a term of one year.

Section 4.2 - The Director representing each State or Territory shall be resident in and elected by Section members resident in that State or Territory. The Secretary-Treasurer shall be elected by all members of the Section.

Section 4.3 - The Directors shall elect from their ranks a President and a Vice-President of the Section.

Section 4.4 - No member shall occupy the office of President, Vice-President or Secretary-Treasurer for more than two consecutive terms. There shall be no limit on the number of consecutive terms served by a Director.

Section 4.5 - In the event of a vacancy occurring in the Section Executive Board, the remaining members of the Board shall elect a member to fill the unexpired term with the provision that a Director must be a member resident in the State which he represents. Should the vacancy occur in the office of President or Vice-President, the Directors shall elect a replacement from their ranks with the provision that should the Vice-President be elected President then an immediate election shall be held to fill the office of Vice-President.

Section 4.6 - The Nominating Committee shall canvas the membership and shall nominate one or more qualified candidates for each office. The written consent to hold office must be received from each person nominated. The Nominating Committee shall transmit its list of nominees to the Secretary-Treasurer at least sixty (60) days before the Annual Meeting.

Section 4.7 - At least forty-five (45) days before the Annual Meeting, the Secretary-Treasurer shall send to the members of the Section a list of the candidates nominated by the Nominating Committee. Additional nominations for any office may be made by a petition, signed by the smaller number of five members or twenty (20) percent of the members entitled to vote for the particular office. Each such petition shall be accompanied by the written consent of the nominee to run for the office for which he is nominated, and must be received by the Secretary-Treasurer at least thirty (30) days before the Annual Meeting. If a member is nominated for more than one office, he shall be considered a candidate only for the one office which he prefers.

Section 4.8 - Not later than twenty (20) days prior to the Annual Meeting, the Secretary-Treasurer shall send to each eligible voter a final ballot, listing all candidates nominated. Ballots returned by eligible voters to the Secretary-Treasurer before the election at the Annual Meeting shall be canvassed at the Annual Meeting by three tellers appointed by the President. The candidate receiving the highest number of votes for each office shall be declared elected. In case of a tie vote, the new Executive Board of the Section, at their first meeting, shall choose between the candidates.

ARTICLE V - MEETINGS

Section 5.1 - Regular meetings of the Section shall be held as determined by the Executive Board, but not less than one meeting a year shall be held. The Executive Board may call a special meeting when conditions justify. No action affecting the Section shall be taken at any special meeting, however, unless at least fourteen days' written notice concerning the matter has been sent to all members.

Section 5.2 - An Annual Meeting of the Section shall be held at a time and place selected by the Executive Board. A report of the financial condition of the Section shall be made by the Secretary-Treasurer at the Annual Meeting. Committee reports and reports by the President may be made at any meeting.

Section 5.3 - Installation ceremonies of officers shall be held during the Annual Meeting.

Section 5.4 - Subsection meetings may be held at any time not in conflict with Section Meetings.

ARTICLE VI - GOVERNMENT

Section 6.1 - The President shall preside at meetings of the Section and of the Executive Board of the Section; provided, however, that when the President is unable to do so, the Vice-President shall preside at meetings and discharge the duties of the President.

Section 6.2 - The President shall be an ex-officio member of all committees, except the Nominating Committee.

Section 6.3 - The President shall appoint annually a Nominating Committee, composed of three (3) members, no later than one hundred and twenty (120) days prior to the Annual Meeting.

Section 6.4 - The Executive Board shall establish Standing and Special Committees as and when required. The President shall appoint the chairman and members of such committees.

ARTICLE VII - VOTING AND VOTING ELIGIBILITY

Section 7.1 - Voting for Directors, the Secretary-Treasurer, for amendments to these By-Laws, for petitions to amend the Charter, and for other matters which affect the relationship of the Section to the Institute shall be by secret ballot.

Section 7.2 - When such a secret ballot is required, ballots shall be sent to voters, accompanied by a blank envelope and an envelope addressed to the Secretary-Treasurer. Those qualified to vote shall indicate their selections on the ballot, seal it in the blank envelope, and insert that envelope in the one addressed to the Secretary-Treasurer. The voter shall affix his signature across the back of the addressed envelope. Before the ballots are canvassed, the names on the outside of the envelope shall be checked against a list of eligible voters and only the ballots cast by eligible voters shall be canvassed.

Section 7.3 - Section Affiliates are not eligible to hold office or to vote.

ARTICLE VIII - SUBSECTIONS

Section 8.1 - Members of this Section residing in the same State or Territory of the Commonwealth of Australia may organise as a subsection of the Section, as specified in the Charter of the Section, subject to the approval of the Executive Board and to the general administration of the Section.

Section 8.2 - The Executive Board shall publish an annual list of approved Subsections.

ARTICLE IX - AMENDMENTS

Section 9.1 - Proposals to amend these By-Laws or to petition amendments to the Charter may be made by resolution of the Executive Board of the Section or by written petition signed by at least five (5) voting members.

Section 9.2 - Proposed amendments to these By-Laws shall be handled as provided for in the Charter of the Section.

INSTITUTE OF TRANSPORTATION ENGINEERS

AUSTRALIAN SECTION CHARTER

ARTICLE I - PREAMBLE

Section 1.1 - As authorized by the Constitution of the INSTITUTE OF TRANSPORTATION ENGINEERS, INC., hereinafter referred to as the Institute, and as approved by the International Board of Direction of the Institute as recorded in the minutes of its meeting on January 23, 1971, grants this Charter for the Australian Section of the Institute, hereinafter referred to as the Section.

Section 1.2 - This Charter shall be effective upon Institute approval and shall remain in effect, including any amendments until rescinded by the International Board of Direction.

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 by-laws 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 Commonwealth of Australia or as the area shall be established from time to time by the International Board of Direction as described in the attachment(s) hereto.

Section 2.2 - The purpose of this Section shall be to:

- (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 Board of Direction of the Institute;
- (5) consider local transportation and traffic engineering problems;
- (6) cooperate with other local engineering groups on matters of common interest;
- (7) present the transportation and traffic engineering point of view consistent with established Institute policies; and
- (8) encourage the introduction of transportation and traffic engineering courses in colleges, universities, and technical schools in the Section.

ARTICLE III - MEMBERSHIP

Section 3.1 - Any Institute member who resides within the area designated for the Section, and who is in good standing with the Institute, may be a member of the Section.

Section 3.2 - 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 Section fees and dues.

Section 3.3 - The Section may adopt one or more types of Section affiliation for persons who are either:

- (1) not eligible to be voting members of the Institute but who are accumulating experience toward Institute membership;
- (2) in sub-professional work in transportation or traffic engineering;
- (3) students in a recognized engineering school;
- (4) professionally engaged in related fields; or
- (5) in a position to work with and assist transportation or traffic engineers by virtue of official positions or commercial employment.

Section 3.4 - All persons who are affiliated with the Section as provided in Section 3.3 shall be clearly identified as "Section Affiliates" and not as members of the Section. The Section Executive Board shall submit the names and addresses of all "Section Affiliates" to the Institute prior to February 1 of each year.

Section 3.5 - The Section by-laws shall establish the manner in which persons may apply for or be invited into Section membership or affiliation as well as the manner in which such membership or affiliation may be terminated, but no restrictions on Section membership shall be placed on any voting member of the Institute other than those stated in Section 3.1 or 3.2.

Section 3.6 - Members of the Section shall be entitled to the privileges of the Section specified in the Section by-laws. Student members of the Institute and Institute Affiliate members may not vote or hold elective office in the Section. Section Affiliates shall be entitled to the privileges of the Section and may vote and/or hold elective office in the Section as specifically provided in the Section by-laws.

ARTICLE IV - GOVERNMENT

Section 4.1 - The government of the Section shall be vested in Elective Officers and Directors, who shall constitute an Executive Board. The Section by-laws shall specify the Elective Officers and Directors of the Section provided that the Elective Officers shall include a president, at least one vice president, a secretary and a treasurer or a secretary-treasurer.

Section 4.2 - The Executive Board of the Section shall manage the affairs of the Section in conformity with the provisions of this Charter, the by-laws of the Section, the policies of the Institute, and the policies of the International Board of Direction of the Institute.

Section 4.3 - The Section shall adopt by-laws setting forth the structure of the Executive Board and providing the manner of nominating, electing, or appointing Elective Officers and Directors of the Section and specifying their terms of office.

Section 4.4 - The Section shall also adopt by-laws to govern appointment of committees, number and times of meetings, assessment of fees and dues, method of amending by-laws, and such other matters as the Section may desire, provided such by-laws do not conflict with this Charter, the Constitution of the Institute, the policies of the Institute, or the policies of the International Board of Direction of the Institute.

Section 4.5 - The by-laws of the Section may be adopted, and amended after adoption, only if the proposition is submitted in writing to all voting members of the Section at least thirty (30) days in advance of the date on which action is proposed. Adoption and amendment shall require an affirmative two-thirds vote of those voting. Section by-laws shall be filed with the International Board of Direction of the Institute within thirty (30) days after adoption or amendment and shall take effect upon being filed with the International Board of Direction.

Section 4.6 - At any time the International Board of Direction may annul any part of the Section by-laws which it considers to be contrary to the Section Charter, the Constitution of the Institute or the best interests of the Institute, by giving notice in writing to the Section Executive Board.

Section 4.7 - The Section Executive Board may charter subsections to meet specific needs within its boundaries upon written request of at least five members of the Section residing in the proposed subsection area. Subsections shall adopt by-laws that are not inconsistent with the subsection Charter or the Section Charter. Subsection by-laws shall be filed with the Section Executive Board 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 notice in writing to the subsection.

ARTICLE V - RELATION OF SECTION TO DISTRICT AND INSTITUTE

Section 5.1 - The Section shall not speak for the Institute unless authorized in the particular matter by the International Board of Direction of the Institute.

Section 5.2 - The Section shall not identify itself with national groups or organizations but may identify itself with local or area-wide groups or organizations.

Section 5.3 - Names and addresses of Elective Officers and Directors of the Section and the dates on which the term of each begins and expires shall be reported in writing by the Section Executive Board to the District Director(s), and to the Institute within thirty (30) days after election or appointment.

Section 5.4 - The Section Executive Board shall submit a written annual report to the Institute Board prior to January 15 of each year. The report shall include a summary of the Section's activities for the previous year.

Section 5.5 - The Institute will not be responsible for debts contracted by the Section. The Institute will not give financial assistance to the Section. No dues or fees will be required to be paid by the Section to the Institute.

ARTICLE VI - AMENDMENT OF CHARTER

Section 6.1 - The International Board of Direction may amend or rescind this Charter. The Section Executive Board will be notified in writing by the Institute Board of any proposed amendment to, or rescission of, this Charter so that the Section may have an opportunity for a hearing before the International Board of Direction concerning the proposed amendment or rescission. An amendment, with or without change, shall be submitted by the Section Board to the International Board of Direction of the Institute for approval. Rescission or the approved amendment shall become effective on the date determined by the International Board of Direction.

Section 6.2 - The Section Executive Board may petition the International Board of Direction to amend this Charter. The International Board of Direction shall meet and act on the petition within six (6) months of its receipt. Amendments to the Section Charter initiated by petition from the Section Executive Board shall become effective upon approval by the International Board of Direction of the Institute.

**SUBSCRIBED FOR THE INTERNATIONAL BOARD OF DIRECTION
OF THE
INSTITUTE OF TRANSPORTATION ENGINEERS**

Attested by: _____
Executive Director

November 26, 1990

CONSTITUTION

INSTITUTE OF TRANSPORTATION ENGINEERS, INC.

ARTICLE I—Name, Location and Purpose

Sec. 1. The name of this organization shall be the INSTITUTE OF TRANSPORTATION ENGINEERS, INCORPORATED, hereinafter called the "Institute."

Sec. 2. The Institute shall maintain a headquarters office at such place as may be designated by the International Board of Direction. The International Board of Direction shall hereinafter be called the "Board of Direction."

Sec. 3. The purpose of the Institute 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 mobility and safety and to promote professional development of members, by the support and encouragement of education, stimulation of research, development of public awareness, exchange of professional information, and maintenance of a central point of reference and action.

Sec. 4. The Institute seal and logo shall be developed by the Board of Direction and the authorized use of the seal and logo shall be determined by the Board of Direction.

ARTICLE II—Membership

Sec. 1. The membership of the Institute shall consist of Fellows, Members, Associate Members, Student Members, Institute Affiliates and Honorary Members. Fellows, Members and Associate Members shall also be entitled to use the supplemental grade of Life, Retired, or Honorary.

Sec. 2. Fellows, Members and Associate Members shall be equally entitled to all privileges of the Institute excepting that only Fellows shall be eligible to hold office as President or Vice President and that only Fellows and Members shall be eligible to hold office as Director. Institute Affiliates and Student Members shall enjoy all privileges of membership except the right to vote and to hold office. Any person elected an Honorary Member who at the time of the election was a Fellow, Member or Associate Member may retain such membership status with all privileges and obligations pertaining thereto.

Sec. 3. There shall be no direct admission to the grade of Fellow.

Sec. 4. To be eligible for transfer to the grade of Fellow, an applicant shall:

- (a) be a legally registered engineer unless exempted by the Board of Direction; and
- (b) have been in the grade of Member for at least five years; and
- (c) have had responsible charge of and have been in the active practice of important transportation or traffic engineering work for at least five years; or in lieu of (c)
- (d) have had responsible charge of important scientific, educational or managerial activities of a caliber equivalent to that required in (c) for at least five years.

Sec. 5. To be eligible for admission or transfer to the grade of Member, an applicant:

- (a) If a graduate in engineering or a related field from a school of recognized standing, shall have had:
 1. Ten years of professional experience, of which five years shall have been in active practice in the field of transportation or traffic engineering; and

2. Three years in responsible charge of transportation or traffic engineering work.

(b) If not a graduate in engineering or a related field, shall have had:

1. Twelve years of engineering experience, of which five years shall have been in active practice in the field of transportation or traffic engineering; and
2. Three years in responsible charge of transportation or traffic engineering work.

There shall be no transfer to this grade unless the applicant has held the grade of Associate Member for at least one year.

Sec. 6. To be eligible for admission or transfer to the grade of Associate Member, an applicant:

- (a) If a graduate in engineering or a related field from a school of recognized standing shall be in active transportation or traffic engineering work.
- (b) If not a graduate in engineering or a related field, shall have five years of professional experience and be in transportation or traffic engineering work.

Sec. 7. To be eligible for admission to the grade of Student Member, an applicant shall be:

- (a) enrolled as a student in a graduate or undergraduate school of recognized standing; and
- (b) registered in at least one course in transportation or traffic engineering unless exempted by the faculty advisor of a Student Chapter of the Institute; and
- (c) not otherwise eligible for another grade of membership. Student Membership shall cease if a Student Member withdraws from the required academic course or if within one year of graduation fails to apply for transfer. If a Student Member with one academic year in grade accepts a position in the field of transportation or traffic engineering within one year after graduation, the Student Member shall become an Associate Member upon application. This transfer process waives all other requirements for transfer to the grade of Associate Member.

Sec. 8. To be eligible for admission to the grade of Institute Affiliate, the applicant shall be a person who is not otherwise eligible for Institute membership or who may be accumulating experience towards Institute membership; and

- (a) is engaged in transportation or traffic engineering work; or
- (b) is in a related field who by virtue of stature or official position is in a position to contribute to the work of transportation professionals; or
- (c) is engaged in commerce or industry and comes into frequent contact with transportation and/or traffic engineers and who has an interest in the profession or is in a position to work with and assist transportation professionals.
- (d) and has been engaged in one or more of the above for a minimum of three years.

Sec. 9. An Honorary Member shall be a person who has performed notable and outstanding service in the interest of transportation or traffic engineering. There shall be no more than 15 living Honorary Members.

Sec. 10. The Board of Direction shall establish standards and procedures to be followed in the admission or transfer of members.

Sec. 11. Honorary Members shall be selected by the Board of Direction. At least 75 per cent of the members of the entire Board must cast affirmative ballots for extension of an invitation. Acceptance of such invitation shall constitute election.

Sec. 12. A Life member shall be considered as any member in good standing who has reached the age of 65 and has paid dues above the student member level for 25 years, including the current year, or who has reached the age of 55, has paid dues above the student member level for 15 years including the current year and has paid a one-time fee.

Sec. 13. A Retired member is to be considered as one who has reached the age of 55 and no longer derives a principal income from the practice of transportation or traffic engineering.

Sec. 14. The Board of Direction may place a member in inactive status, relieving the member of normal dues obligation. A member in inactive status shall not have any vested right to privileges of membership and may be restored to active status only upon reapplication and evidence that such restoration would be in the best interests of the Institute.

Sec. 15. A member may resign by written communication to the Institute at its headquarters office. If all current financial obligations to the Institute have been met and if no charges are pending against the member, a resignation shall be accepted in good standing. If these conditions are not met, the Board may accept the resignation with prejudice or take other action as provided by appropriate sections of this Constitution.

Sec. 16. Reinstatement of a member who has resigned shall require payment of a reinstatement fee and submission of further information as prescribed by the Board of Direction.

Sec. 17. The Board of Direction shall consider proceedings looking toward the discipline, which may include expulsion, suspension or admonition, of any member upon:

(a) information coming to its notice; or

(b) the written request of five or more Fellows or Members that, for cause set forth, a member be disciplined. If the circumstances appear to warrant further action, the Board shall advise the accused in writing of the charges and of the date on which the charges will be considered. The accused may present a defense, either in person or in writing, on the date set forth in the letter. The final action of the Board shall be taken at a later meeting. A two-thirds vote of the entire Board shall be required for expulsion, while all other disciplinary action may be by majority vote of the entire Board. The Board shall notify the membership of any action resulting in expulsion, and may notify the membership of any other disciplinary action.

ARTICLE III—Fees and Dues

Sec. 1. Fees and annual dues of the Institute shall be established by the Board of Direction. Annual dues of U.S./Canadian Fellow Members shall not be increased more than ten per cent in any year without a majority vote of the voting membership. The Board shall not establish District or Section fees or dues.

Sec. 2. Any member who has not paid entrance fees and initial dues or whose dues are more than three months in arrears shall not have the right to vote and shall not receive publications. Members whose dues become one year in arrears shall have their membership terminated. The Board of Direction, however, may for cause extend the time for payment and for the application of these penalties.

Sec. 3. All Honorary and Life Members shall have their annual dues automatically waived.

Sec. 4. The annual dues of an Associate Member who has been in that grade for more than ten years shall be the annual dues for the Member grade, except that any Associate member who applies for the grade of Member and is denied that grade the annual dues shall remain the dues of an Associate member for an additional ten years, after which time the dues shall again be the annual dues for the Member Grade.

Sec. 5. The annual dues of a Member who has been in that grade for more than ten years shall be the annual dues for the Fellow grade, except that any Member who applies for the grade of Fellow and is denied that grade the annual dues shall remain the dues of a Member for an additional ten years, after which time the dues shall again be the annual dues for the Fellow grade.

ARTICLE IV—Officers and Board of Direction

Sec. 1. The elective officers shall be a President, Vice-President and Directors. Each District shall elect one Director except that when its voting membership, as of January 1st of the year of election, constituted more than 15 per cent of the total voting membership, an additional Director shall be elected for each additional ten per cent or fraction thereof. Any additional Director elected under the conditions of this section shall be entitled to serve a full term. Once an additional Director has been elected, that District shall continue to be represented by two Directors, except that when its voting membership, as of January 1st of the year of election, constitutes less than 14 percent of the total voting membership, only one Director shall represent the District.

Sec. 2. The terms of President and Vice-President shall be one year. The terms of Directors shall be three years with approximately one-third of said terms expiring annually. The terms of elective officers shall begin on January 1 following election. No member shall occupy the office of President for more than two consecutive years.

Sec. 3. The Board of Direction shall consist of the elective officers and the living Past President whose term has most recently expired.

Sec. 4. 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 the office of Vice-President, the Board of Direction shall appoint a Director to fill the unexpired term. In the event of a vacancy occurring in the office of Director, the unexpired term shall be filled as prescribed in the District Charter.

Sec. 5. The Board of Direction may appoint a Secretary of the Institute.

ARTICLE V—Nomination and Election of Officers and Directors

Sec. 1. The Board of Direction-elect shall appoint a Nominating Committee consisting of a Chairperson from the membership at large and one member from each District. Members shall be selected from nominations made by the Districts in accord with District Charters. Not later than February 1 of each year, the Board of Direction shall confirm the appointment of the Committee. The Committee shall nominate one or more qualified candidates for President and for Vice-President. Written consent to hold office must be received from each person nominated. Not later than April 1, the Committee shall transmit a list of its nominees to the Board.

Sec. 2. Directors shall be elected by the Districts in accord with the provisions for their District Charters.

Sec. 3. Not later than 90 days prior to the Annual Meeting, the Board of Direction shall send to the voting members a list of the candidates nominated by the Nominating Committee. Additional nominations for President or Vice-President may be made by petition signed by at least 50 members entitled to vote. The petitioners shall represent at least three Districts with not less than ten from each. Each such petition shall be accompanied by the written consent of the nominee to run for the office nominated and must be received by the headquarters office at least 60 days prior to the Annual Meeting. Any member nominated for more than one office, shall be considered a candidate only for the one office the member prefers.

Sec. 4. Not less than 30 days prior to the Annual Meeting, the Board of Direction shall send to each eligible voter a ballot listing the candidates nominated for President and Vice-President. Ballots returned by eligible voters before the election at the Annual Meeting shall be canvassed at the Annual Meeting by three tellers appointed by the presiding officer. The candidate receiving the higher number of votes for such office shall be declared elected. In case of a tie vote, the Board of Direction-elect shall select the successful candidate.

Sec. 5. Voting for officers and for amendments to the Constitution shall be by secret ballot in a manner prescribed by the Board of Direction.

Sec. 6. Should a District fail to elect a Director as provided for in this Constitution, the Board of Direction shall appoint a Fellow or Member of the District to serve as Director.

ARTICLE VI—Government

Sec. 1. The government of the Institute shall be vested in the Board of Direction.

Sec. 2. The Board of Direction shall establish policies for the operation of the Institute in conformity with the provisions of this Constitution.

Sec. 3. The Board of Direction shall meet at the time of the Annual Meeting and at such other times and places as it may determine.

Sec. 4. The President shall preside at meetings of the Institute and of the Board of Direction. In the absence of the President, the Vice-President shall preside at meetings and discharge the President's duties. A majority of the Board shall constitute a quorum.

Sec. 5. The Board of Direction shall act upon all proposals received from its Committees, Councils, Districts, Divisions or the membership assembled at the Annual Meeting on matters intended as policies or recommendations of the Institute. Approval by the Board shall be required before policies or recommendations shall be official statements. The Board shall hear and act on all appeals from the actions of the standards setting board of the Institute.

Sec. 6. There shall be an Executive Committee of the Board of Direction consisting of the President, Vice-President, and the living Past President whose term has most recently expired. The President shall be the Chairman of the Executive Committee. The Executive Committee shall function between Board meetings and shall be responsible to the Board.

Sec. 7. The Board of Direction shall delegate to the Executive Committee the authority to employ an executive officer and other employees and shall delegate to the executive officer such duties, powers, and responsibility as it may prescribe.

Sec. 8. The Board of Direction may delegate to the Executive Committee such other duties, powers and responsibilities as it may prescribe.

Sec. 9. There shall be a Fee Fund established to which shall be added all moneys received from entrance fees and all income from investment of the Fund. There shall also be added to the Fund any moneys voted to be so added by the Board of Direction. No money shall be appropriated from the Fund except by a three-fourths vote of the entire Board.

Sec. 10. The membership may, by petition to the Board of Direction, initiate a vote to determine if any officer shall be deposed from office. When the question involves the President or Vice-President, the petitioners must include at least 20 per cent of the eligible voters, provided further that such petitioners must include at least 20 per cent of the eligible voters in each of three Districts. When the question involves a Director, the petition must include at least 20 per cent of the eligible voters in the Director's District.

Within 30 days after receipt of the petition at the headquarters office, the following question shall be submitted to each member eligible to vote for the office in question for vote by secret ballot: Shall _____ (Name) be deposed from the office of _____ (Office) ?

Should the affirmative carry a majority and if at least 50 per cent of the eligible voters cast ballots, the office shall be declared vacant and the vacancy filled in the manner prescribed in Article IV, Section 4.

Sec. 11. The membership may, by petition to the Board of Direction, initiate a vote to determine if any action of the Board shall be rescinded. The petitioners must include at least 20 per cent of the eligible voters and provided further that such petitioners must include at least 20 per cent of the eligible voters in each of three Districts.

Upon receipt of such petition at the headquarters office, the petitioned action shall be suspended and within 30 days the following question shall be submitted to each eligible voter for vote by secret ballot: Should the following action of the Board of Direction be upheld: _____?

Should the negative carry a majority and if at least 50 per cent of the eligible voters cast ballots, the petitioned action shall be rescinded; otherwise, the suspension shall be lifted.

Sec. 12. The membership may, by petition to the Board of Direction signed by at least five per cent of the eligible voters, cause any subject to be placed on the agenda of the Annual Meeting. Such petition must be received at headquarters office 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 Board, within six months, shall report to the membership its action on the subject.

ARTICLE VII—Meetings

Sec. 1. The Annual Meeting shall be held not earlier than July 15, nor later than November 15, in each year. The exact date shall be set by the Board of Direction. One or more other meetings may be held each year at the discretion of the Board.

Sec. 2. A report of the financial condition of the Institute and reports of principal officers and committees shall be presented at each Annual Meeting.

Sec. 3. The Rules contained in the current edition of *Robert's Rules of Order* shall govern the Institute in all cases to which they are applicable and in which they are not inconsistent with this Constitution and any special rules of order the Institute may adopt.

ARTICLE VIII—Districts and Sections

- Sec. 1.** The Board of Direction shall establish Districts consisting solely of all Institute members residing in a geographic area. In establishing the boundaries of Districts, the Board shall give due regard to equality of representation, mutuality of interests and facility of travel.
There shall be eight or more Districts, at least one of which shall be comprised solely of members residing outside the United States and Canada.
Three years after the effective date of this Constitution and every three years thereafter, the Board shall review the distribution of membership and may re-establish the District boundaries or establish new Districts.
- Sec. 2.** The Board of Direction shall issue a Charter to each District and may withdraw or amend such Charter. The Charter shall specify the purposes, boundaries, rights and duties of the District; and may specify such other matters as the Board deems appropriate. Each District shall have the right to create Sections and Student Chapters by the issuance of Charters of a form approved by the Board; to admit to the grades of Associate Member or Student Member; to transfer to the grade of Associate Member or Member and to conduct elections of Directors, District Officers, and other representatives.
- Sec. 3.** A Section may be issued a Charter by the District in which it is located only at the written request of at least eight voting members residing in the proposed Section area. A Charter may be withdrawn by the District.
- Sec. 4.** All members of the Institute residing in the Section area and other persons meeting requirements established in the Charter shall be eligible for Section membership.

ARTICLE IX—Associated Organization Division

- Sec. 1.** An Associated Organization Division shall be established with membership composed of corporations, partnerships, associations and other business entities working in or related to the field of transportation or traffic engineering.
- Sec. 2.** Membership in the Associated Organization Division shall be granted by the Board of Direction at its discretion upon receipt of an application in a form approved by the Board. Membership may be cancelled at any time by the Board for cause.
- Sec. 3.** Members of the Associated Organization Division shall pay an annual fee set by the Board of Direction. Funds so received by the Board shall be used to advance technical work and for special projects developed by the Board.
- Sec. 4.** The Associated Organization Division may adopt by-laws to be effective when approved by the Board of Direction; elect officers; hold meetings; adopt and enforce a code of ethics for its members; collect and disburse funds; and carry on such other activities as are authorized in its by-laws. The Division shall not speak for the Institute on any matter unless specifically authorized by the Board.
- Sec. 5.** The Associated Organization Division shall annually select a representative who will serve on the Board of Direction and have the privileges and responsibilities of a member thereof except the right to vote.

- Sec. 6.** The Associated Organization Division shall annually select a technical representative who will serve as a member of the Technical Council. Any representative selected who is a voting member of the Institute also shall be a voting member of the Council.
- Sec. 7.** Representatives of the Division, as recommended by the Council Representative, may serve as voting members of technical committees.
- Sec. 8.** Membership in the Associated Organization Division shall be recognized by the Board of Direction by a certificate and appropriate public notice.

ARTICLE X—Councils and Committees

- Sec. 1.** There shall be a Technical Council to establish and direct technical committees of the Institute. The Technical Council plus other persons appointed for the purpose shall be the standards setting board of the Institute. The Chairperson of the Technical Council will serve on the Board of Direction and have the privileges and responsibilities of a member thereof except the right to vote.
- Sec. 2.** There shall be an International Council to foster development of the Institute throughout the world to encourage discourse and exchange of information between members and professional societies of all nations. The International Council shall operate under rules of procedure approved by the Board of Direction.
- Sec. 3.** The Board of Direction may authorize other committees and professional activity groups as deemed necessary. The chairpersons and members shall be appointed by the President with the approval of the Board. The Board may establish professional activity groups when so petitioned, to be composed of members having professional activities or interests in common, for the purpose of exchanging views, developing technical and educational programs and conducting research regarding common problems and programs. Such groups shall operate under rules of procedure approved by the Board.

ARTICLE XI—Amendments

- Sec. 1.** Proposals to amend this Constitution may be made by the Board of Direction or by petition signed by at least 50 members entitled to vote. The petitioners shall represent at least three Districts with not less than ten members from each.
- Sec. 2.** Proposed amendments to the Constitution shall be submitted by letter to the membership entitled to vote and shall be on the order of business of the next succeeding Annual Meeting occurring not less than 30 days subsequently. Such amendments may be amended by majority vote of the meeting in any manner pertinent to the original amendment. The amendments, in form as amended or unamended, shall be submitted within 30 days after the meeting to the qualified voters and canvassed not less than 30 nor more than 45 days after such submission.
- Sec. 3.** An affirmative vote of two-thirds of all ballots cast shall be necessary for the adoption of any amendment to this Constitution.
- Sec. 4.** Amendments so adopted shall take effect 30 days after adoption unless otherwise indicated in the amendment.

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