



## Institute of Transportation Engineers District 6 (dba ITE Western District) Bylaws

### **ARTICLE I - MEMBERSHIP**

Section 1.1 – Any Institute member of any grade who resides within the area designated for the District and who is in good standing with the Institute, shall be a member of the District upon submission of payment of District dues, if any. Throughout these Bylaws, the term "resides" refers to the individual's preferred Institute mailing address, either home or place of business.

Section 1.2 – Fellows and Members shall be eligible to hold any elective office of the District. A person may no longer hold elective office when they are no longer a member of District 6. Other grades shall enjoy all the privileges of membership, except the right to vote and to hold elective office.

Section 1.3 – Voting members are Institute members who are members of District 6 in good standing as determined by Institute records, excluding student and Institute Affiliate members.

### **ARTICLE II - RESIGNATION AND EXPULSION**

Section 2.1 – Any Institute Member whose Institute membership has been forfeited shall also forfeit membership in the District. 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 District Board of Direction. Members will be reinstated in the District only if reinstated to active membership in the Institute.

Section 2.2 – In the event charges of unethical conduct are brought against a member of the Institute, the District Board of Direction shall immediately refer the matter to the Institute Board of Direction for handling as provided in Article II, Section 17 of the Institute's Constitution.

### **ARTICLE III - FEES, DUES, AND ASSESSMENTS**

Section 3.1 – Annual dues shall be established by the District and shall be billed by the Institute at the time of billing Institute dues.

Section 3.2 – The District Board of Direction may not increase annual dues by more than 10 percent in any year without an affirmative vote of a majority of those voting in a membership ballot following the same procedures as specified in Section 10.2.

Section 3.3 – Annual dues are collected in accord with Institute Board of Direction policy.

## **ARTICLE IV - OFFICERS AND BOARD OF DIRECTION**

Section 4.1 – The District Board of Direction is comprised of four District Officers and the International Director(s) who represent the Western District on the International Board of Direction. The District Officers consist of the President, Vice President, Secretary-Treasurer and Past President. All of the District Officers, with the exception of the Past President shall be elected per Article V and will assume office upon election, as provided in Section 7.3, or as soon as practical thereafter. The Past President office will be filled by the most recent Past President who remains a member of the District. International Director position(s) shall be elected to office per Article V and assume office as stated in the Institute’s Constitution.

Section 4.2 – The District Board voting membership shall consist of the District Officers and the International Director(s) who represent the Western District.

Section 4.3 – The terms of President, Vice President, Secretary-Treasurer and Past President shall be for approximately one year, ending in conjunction with the next Annual Meeting of the District. The terms of International Director(s) shall be as stated in the Institute’s Constitution. No member shall occupy the same elective office for more than two consecutive terms.

Section 4.4 – If a vacancy occurs in the office of President, the unexpired term shall be filled by the Vice President. If a vacancy occurs in the office of Vice President or Secretary-Treasurer, the District Board of Direction may elect a member to fill the unexpired term, or may choose to temporarily assign the respective duties of the vacant position among the remaining elected Board of Direction members. If a vacancy occurs in the office of International Director, the District Board of Direction 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 shall fill the unexpired term.

## **ARTICLE V - NOMINATION AND ELECTION OF OFFICERS**

Section 5.1 – Within 60 days after the District Annual Meeting, the President shall appoint a Nominating Committee. The Nominating Committee consists of the District’s immediate Past President (who chairs the committee) plus at least five members, each from different Sections. If the immediate Past President has a conflict of interest, or otherwise is unable to serve as Chair, the Board will select another District Past President to serve as Chair.

Section 5.2 – The Nominating Committee shall prepare its list of one or more qualified candidates for each elective office for consideration of the Board of Direction. A written consent to hold office must be received from each nominee. The Board of Direction shall approve a list of candidates not later than 120 days prior to the election.

Section 5.3 – Not later than 90 days prior to the election each year, the list of nominees shall be published in WesternITE or displayed on the District website or otherwise directly conveyed or transmitted to the membership. Additional nominations for any elected office may be made by petition, signed by at least two (2) percent of the eligible voting membership. To be valid, the signatures on the petition shall include voting membership representation from at least one-third (1/3) of the Sections in the District (a minimum of five (5) signatures from each of these Sections shall define adequate representation). The

remaining signatures can come from the voting membership at large. Each petition shall be accompanied by written consent of the nominee running for the office for which nominated, and must be received by the District Administrator not later than 60 days prior to the election. A member may be a candidate for only one office.

Section 5.4 – The election shall be concluded not more than 24 hours prior to and not later than the District’s Annual Business Meeting. Not later than 30 days prior to the election, the District Administrator will transmit a final ballot, listing the candidates nominated for offices and containing a statement from the candidates (if provided by the candidate). Final ballots returned by eligible voters to the District Administrator shall be counted. Counting of the ballots shall be completed at the District’s Annual Meeting by a three-person Teller’s Committee 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 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.

## **ARTICLE VI – GOVERNMENT**

Section 6.1 – The government of the District shall be vested in the Board of Direction.

Section 6.2 – The District Board of Direction shall establish policies for the operation of the District in conformity with the provisions of the Institute Constitution, these Bylaws, and the District Charter.

Section 6.3 – The Board of Direction meets at the District Annual Meeting and at such other times and places as it may determine.

Section 6.4 – The President presides at meetings of the District and of the Board of Direction. In the absence of the President, the Vice-President shall preside at meetings and discharge the duties of the President. A simple majority of the District’s Board of Direction constitutes a quorum.

Section 6.5 – The District Board of Direction shall act on all proposals received from its committees, Sections, or the membership assembled at the District Annual Meetings on matters intended as policies, standards, or recommendations of the District. Approval by the Board is required before District policies, standards, or recommendations become official statements.

Section 6.6 – The President shall be an ex-officio member of all committees, except the Nominating Committee.

Section 6.7 – The President shall appoint the Chairs of the Standing Committees and those special committees as may be desirable. Standing committees may include Membership, Technical and Legislative Committees, along with others established by the Board or Board Policies.

Section 6.8 – The President, with Board concurrence, shall appoint the Editor of WesternITE and charge the Editor with responsibility for its publication and distribution.

Section 6.9 – The President, with Board concurrence, shall appoint the District Administrator and charge the Administrator with the responsibility of keeping the historical records of the District and other duties deemed necessary by the Board.

Section 6.10 – The membership may, by petition to the District Board of Direction, initiate a vote to determine if an officer shall be deposed from office. The petitioners must include at least two (2) percent of the eligible voters, with signatures on the petition representing at least one-third of the Sections in the District (a minimum of five (5) signatures from each of these Sections shall define adequate representation). Within 30 days after receipt of the petition by the District Board of Direction, the following question shall be submitted to each member eligible to vote for the office in question by secret ballot: "Shall (Name) be deposed from the office of (Office)?" Should the affirmative carry a majority of the eligible voters who cast ballots, the office shall be declared vacant and the vacancy filled in the manner prescribed in Section 4.4.

Section 6.11 – The membership may, by petition to the District Board of Direction, initiate a vote to determine if any action of the Board shall be rescinded. The petitioners must include at least two (2) percent of the eligible voters with signatures on the petition representing at least one-third of the Sections in the District (a minimum of five (5) signatures from each of these Sections shall define adequate representation). Upon receipt of such petition by the District Board of Direction, the petitioned action shall be suspended and within 30 days the following question shall be submitted to each eligible voter by secret ballot: "Should the following action of the District Board of Direction be upheld: ?" Should the negative carry a majority of the eligible voters who cast ballots, the petitioned action shall be rescinded; otherwise the suspension shall be lifted.

Section 6.12 – The membership may, by petition to the District Board of Direction signed by at least five percent of the eligible voters, cause any subject to be placed on the agenda at the District Annual Meeting. At this 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 - DISTRICT MEETINGS**

Section 7.1 – Regular meetings of the District shall be held as determined by the Board of Direction, but not less than one meeting a year shall be held. The District Board of Direction may call a special District meeting when conditions justify. No action affecting the District shall be taken at a special District meeting, however, unless at least 14 days' written notice concerning the matter has been sent to all members.

Section 7.2 – The Annual Meeting of the District shall be held at a time and place as determined by the District Board of Direction. The Secretary-Treasurer will report the District's financial condition at the Annual Meeting. Committee reports and reports by the President may be made at any meeting.

Section 7.3 – Installation ceremonies of District Officers shall be held during the Annual Meeting.

Section 7.4 – Section or Chapter meetings may be held at any time not in conflict with District Meetings.

Section 7.5 – Meetings of the District Board of Direction shall be called by the District President as the President deems necessary, or when the Board receives a petition signed by a majority of the voting members of the Board. At least 20 days’ notice shall be given of any called meeting.

Section 7.6 – Provided that all voting District Board of Direction members are given the opportunity to participate, the Board may conduct business using technologies such as email and/or telephone or video conference calls. Actions conducted in this method shall be affirmed at the next regularly scheduled Board meeting.

Section 7.7 – The Rules contained in the current edition of Robert’s Rules of Order shall guide the Board in conducting its business in all cases where they are applicable and consistent with the Institute’s Constitution, the District Charter, these Bylaws, or other procedural rules established by the District Board of Direction.

## **ARTICLE VIII - VOTING AND VOTING ELIGIBILITY**

Section 8.1 – Voting for officers, for amendments to these Bylaws, for petitions to amend the Charter, and for other matters which affect the relationship of the District to the Institute shall be by secret ballot.

Section 8.2 – When such a secret ballot is required, ballots shall be sent or transmitted to voting members in accordance with established Board policy to ensure both the secrecy and the validity of the ballots. Voters shall indicate their selection on the ballot, and return or transmit the ballot to the District Administrator or other designated canvassing agent.

## **ARTICLE IX – SECTIONS AND STUDENT CHAPTERS**

Section 9.1 – The District shall administer Sections and Student Chapters as specified in Article V of the District Charter.

## **ARTICLE X - AMENDMENTS**

Section 10.1 – Proposals to amend these Bylaws or to petition amendments to the Charter may be made by resolution of the District Board of Direction or by written petition to the District Board of Direction signed by at least five percent of the District’s voting members.

Section 10.2 – Proposed amendments to these Bylaws shall be published in WesternITE and displayed on the District website. Written comments shall be accepted for sixty days after publication. All comments, summarized as necessary to meet space requirements, shall be published in a subsequent issue of WesternITE and displayed on the District website. Proposed amendments will be discussed, and modified if appropriate, at an Annual Business Meeting, unless the District Board of Direction determines that a more expeditious amendment process is necessary. The amendments, as modified by the District Board of Direction in response to comments, shall be submitted to the voting members as prescribed in Section 8.2 of these Bylaws, normally in conjunction with the annual election of officers and canvassed within 60 days following such submission by the District Administrator.

Section 10.3 – Adoption of any amendment shall be by an affirmative vote of a majority of those voting.

Section 10.4 – Adopted amendments to these Bylaws take effect when approved by the International Board of Direction, as provided in the District’s Charter.

**Article XI – Enumeration of California Nonprofit Corporation Law**

Section 11.1 – These Bylaws incorporate the Enumeration of California Nonprofit Corporation Law by reference.