



## Western District Charter

### ARTICLE I -- PREAMBLE

**Section 1.1** -- As authorized by the Constitution of the INSTITUTE OF TRANSPORTATION ENGINEERS, INC., hereinafter referred to as ITE, the International Board of Direction, as recorded in the minutes of its meeting on July 21, 2019, grants this Charter for the Institute of Transportation Engineers District 6, Inc. (dba Western District), hereinafter referred to as the District.

**Section 1.2** -- This Charter shall be effective beginning January 1, 2020, and shall remain in effect including any amendments until rescinded by the International Board of Direction.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 District enrolling members from the designated area and shall annul any bylaws of such a District, which may be in conflict with it.

### ARTICLE II -- AREA AND PURPOSE

**Section 2.1** -- The area designated as that of this District shall be the states of Alaska, California, Hawaii, Oregon, Washington, and all U.S. territories outside the Atlantic Ocean and Caribbean Sea, or as the area shall have been established from time to time by the International Board of Direction in accord with Article VIII, Section 1 of the Constitution as described in the attachment(s) hereto.

**Section 2.2** -- To assist in advancing the purposes shown below, this 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. The purpose of this District shall be to:

- Support the overall goals and objectives of ITE
- Provide member representation on the International Board of Direction
- 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
- Support student and younger member programs

**Section 2.3** – This District is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of this Charter, the Bylaws of this District or the Constitution of the Institute of Transportation Engineers, this District shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue law). No substantial part of the activities of this District shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this District shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

**Section 2.4** -- No part of the net earnings of this District shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that this District shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purposes and objects set forth in Article II herof.

**Section 2.5** – Upon the winding up and dissolution of this District, after paying or adequately providing for the debts and obligations of this District, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational, and/or scientific purposes and which has been established as tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

**Section 2.6** -- In any taxable year in which the organization is a private foundation as described in Internal Revenue Code 501 the organization shall distribute its income for said period at such time and manner as not to subject it to tax under Internal Revenue Code 4942, and the organization shall not:

- engage in any act of self-dealing as defined in Internal Revenue Code 4941 (d)
- retain any excess business holdings as defined in Internal Revenue Code 4943 (c)
- make any investments in such manner as to subject the organization to tax under Internal Revenue Code 4944; or
- make any taxable expenditures as defined in Internal Revenue Code 4944 or corresponding provisions of any subsequent Federal tax law.

## **ARTICLE III -- MEMBERSHIP**

**Section 3.1** -- ITE members of any grade who, according to ITE records, are located within the area designated for the District shall be a member of the District.

**Section 3.2** - Any ITE member may become a District member, without residing in the District area, upon payment of District dues to ITE.

**Section 3.3** -- ITE members who are members of the District shall be entitled to all privileges of the District, except that Student members may not vote or hold elective office in the District.

**Section 3.4** - 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 IV -- GOVERNMENT**

**Section 4.1** -- The government of the District shall be vested in its officers and representatives who shall constitute a District Board. The International Director(s) shall be an ex-officio voting member(s) of the District Board.

**Section 4.2** -- The District Board shall manage the affairs of the District in conformity with the provisions of this Charter, the Constitution and the policies of ITE and the actions of the International Board of Direction.

**Section 4.3** -- Upon adoption of this charter, the existing District Board shall expeditiously adopt bylaws that set forth the governance and administration of the District in accordance with this charter.

**Section 4.4** - - In establishing the bylaws for this District, the following provisions must be included:

- The District shall establish an Executive Committee whose role is to implement Board policy and to oversee the day-to-day administration of the District. The Executive Committee shall consist of at least the President, Vice President, Past President, and the International Director(s).
- The District Board shall include representation from either each Section or each State located within the District.
- The International Director shall be elected by a vote of all eligible voters within the District.

**Section 4.5** -- The District bylaws shall set forth the structure of the District Board in accordance with this Charter and providing the manner of nominating and electing District officers and Section or State representatives and shall specify their terms of office.

**Section 4.6** -- The District should elect and announce the names of their successful candidate for International Director at least fifteen (15) days prior to the date of the Annual Business Meeting of ITE in the year prior to that Director's three (3) year term of office.

**Section 4.7** -- Should the office of Director become vacant, the District Board shall appoint a Director to complete the unexpired term. If the District Board fails to act within sixty days of notification of the vacancy, or at the request of the District Board, the International Board of Direction shall appoint a Director to complete the unexpired term.

**Section 4.8** -- The District bylaws shall establish and govern appointment of committees as otherwise provided heretofore, number and times of meetings, methods of amending bylaws, and such other matters as the District may desire, provided such bylaws do not conflict with this Charter, the Constitution, and policies of ITE or policies of the International Board of Direction.

**Section 4.9** -- Bylaws of the District may be adopted and amended after adoption by an affirmative vote of two-thirds of the District Board. At the District Board's discretion, the amendment can be put up to the full membership for a vote in accordance with the voting procedures established in the bylaws. Any dues increase in excess of 20% and special assessments require a vote by the membership.

**Section 4.10** -- The following Articles and Sections contained within the District bylaws cannot be either annulled or amended by the District Board: all of Articles I, II, III, IV, VIII, IX, and X. Article V, Sections 5.6.1 and 5.7; Article VI, Sections 6.1-6.5 and 6.8-6.11; Article VII, Sections 7.1, 7.4-7.6.

**Section 4.11** -- Bylaws or amendments to the bylaws of the District shall take effect thirty days after being filed with ITE. At any time the International Board of Direction may annul or amend any part of the District's bylaws which it considers contrary to the Constitution or best interest of ITE by giving notice in writing to the District.

## **ARTICLE V -- ADMINISTRATION**

**Section 5.1** -- The District may issue a Charter establishing a Section within its area upon written request of at least eight voting members residing in the proposed Section area. The Charter shall be in a form approved by the International Board of Direction. The District may rescind a Section Charter in the manner provided in the Section Charter.

**Section 5.2** -- The District may issue a charter establishing a Student Chapter at a graduate or undergraduate school of recognized standing within its area engaged in transportation-related curriculum. The charter shall be in a format approved by the International Board of Direction. The District Board may rescind a Student Chapter Charter in the manner provided in the Student Chapter Charter.

## **ARTICLE VI -- RELATION OF DISTRICT TO ITE**

**Section 6.1** -- The District shall not speak for ITE unless authorized in the particular matter in question by the International Board of Direction. The District may speak for itself on matters pertinent to its geographical area.

**Section 6.2** - Districts are encouraged to develop relationships with other not for profit associations at the same level in which the District operates (regionally) in the development of meetings and educational programs for ITE members. The District should not enter into any formal partnerships or agreements, with either national or international organizations, without consent from the ITE International Executive Director.

**Section 6.3** -- Names and addresses of all elected officers of the District and the dates on which the terms of each begins and expires shall be reported in writing to ITE Headquarters within 30 days after election.

**Section 6.4** -- ITE will not be responsible for debts contracted by the District. No dues will be required to be paid by the District to ITE.

**Section 6.5** -- The District may charge annual dues and special assessments as provided in the District bylaws. ITE shall bill all dues at the time of billing ITE dues, and upon collection, remit to the District. Annual dues for Districts shall be levied so as to cover time periods identical with those covered by annual dues for ITE.

## **ARTICLE VII -- AMENDMENT OF CHARTER**

**Section 7.1** -- The District's elected officers will be notified in writing by the International Board of Direction of any proposed amendment to or withdrawal of this Charter at least 30 days prior to the next International Board of Direction meeting so that the District may have an opportunity for a hearing before the International Board of Direction concerning the proposed amendment or withdrawal. The amendment with or without change shall become effective 30 days after the next scheduled International Board of Direction meeting following notification.

**Section 7.2** -- The District may petition the International Board of Direction to amend this Charter or rescind withdrawal action. The International Board of Direction will act on the petition at its next regular meeting scheduled at least 45 days after receipt of the petition or at its discretion at the next regular meeting and thus initiate the procedure described in Section 7.1 of this Charter, giving the District an opportunity for a hearing if the question is denied.

Subscribed for the International Board of Direction of the Institute of  
Transportation Engineers



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Jeffrey F. Paniati, Executive Director and CEO