



Institute of Transportation Engineers District 6 (ITE Western District), Inc.

Enumeration of California Nonprofit Corporation Law

Article I. Name, Purpose and Limitations

Section 1. Name

The name of the corporation is Institute of Transportation Engineers District 6, Inc. (dba Western District).

Section 2. General Purpose

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public purposes.

Section 3. Specific Purposes

The specific purpose of this corporation shall be to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Corporation Law of California and to carry on other public activities associated with this goal as allowed by law, including, to enable transportation and traffic engineers, transportation planners, 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.

Section 4. Members

This corporation shall have voting members within the meaning of the Nonprofit Corporation Law. The corporation's board of direction may, in its discretion, admit individuals to one or more classes of voting or nonvoting members; the class or classes shall have such rights and obligations as the board finds appropriate.

Section 5. Tax-Exempt Status

1. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.
2. All corporate property is irrevocably dedicated to public benefit purposes, as set forth in Article 2 of the Articles of Incorporation, and Section 2 of Article I of this document. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers or members, or to individuals.
3. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for public or charitable purposes, which has established its tax-exempt status under Internal Revenue Code section 501(c)(3) (or corresponding provisions of any future federal internal revenue law), and which has established its tax-exempt status under Revenue and Taxation

Code section 23701d (or the corresponding section of any future California revenue and tax law), and which satisfies the requirements of California Revenue and Taxation Code section 214.

Article II. Members

Section 1. Membership

This corporation shall have two classes of members, designated as Voting Members and Non-Voting Members. Any person dedicated to the purposes of the corporation as stated in these Bylaws shall be eligible for membership on approval of the membership application by the board and on timely payment of such dues and fees as the board may fix from time to time.

Section 2. Membership Rights

All voting members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Article III. Offices

Section 1. Principal Executive Office

The board of direction may change the location of the principal office at any time. Any such change of location must be noted by the secretary on this document opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. Other Offices

The corporation may also have offices at such other places as the board of direction may from time to time designate, or as the business of the corporation may require.

Article IV. Directors

Section 1. Powers

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Direction.

Without prejudice to the general powers set forth in this section, but subject to the same limitations, the board shall have the power to do the following:

1. Appoint and remove, at the pleasure of the board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and the Bylaws; fix their compensation; and require from them security for faithful service.
2. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of the directors.

Section 2. Number

The board of direction shall consist of the District President, Vice President, Secretary-Treasurer, Past President, and three International Directors per Article IV of the District's Bylaws. The qualifications for directors are to be determined from time to time at the discretion of the board of direction by a majority vote of the board of directions then in office.

Section 3. Interested Persons

No more than 49 percent of the persons serving on the board may be "interested persons." An interested person is (1) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

Section 4. Nominations

The president shall appoint a committee to nominate qualified candidates for election to the board as specified in Article V, Section 5.1 of the Bylaws.

Section 5. Vacancies

A vacancy or vacancies on the board of direction shall occur in the event of (1) the death, removal, or resignation of any director; (2) the declaration by resolution of the board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (3) the increase of the authorized number of directors.

Section 6. Resignation of Directors

Except as provided below, any director may resign by giving written notice to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective.

Section 7. Director Compensation

Directors and members of committees of the board may receive such compensation, if any, for their services as directors or officers, and such reimbursement of expenses, as the board may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

Article V. Board Meetings

Section 1. Location of Board Meetings

Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

Section 2. Meetings by Telecommunication

Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

1. Each member participating in the meeting can communicate concurrently with all other members.
2. Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 3. Annual Meeting of Board

The board shall annually hold a general meeting for purposes of organization, election of officers, and transaction of other business.

Other general meetings of the board may be held without notice at such time and place as the board may fix from time to time.

Section 4. Special Meetings

Special meetings of the board for any purpose may be called at any time by the chair of the board, if any, the president or any vice president, the secretary, or any two directors.

Section 5. Notice of Special Meetings

Notice of the time and place of special meetings shall be given to each director by (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (4) facsimile; (5) electronic mail; or (6) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

Section 6. Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (1) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (2) approval of certain transactions between corporations having common directorships, (3) creation of and appointments to committees of the board, and (4) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 7. Waiver of Notice

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 8. Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 9. Board Action without Meeting

An action required or permitted to be taken by the board may be taken without a meeting if all directors individually or collectively consent in writing to that action and if, subject to Corporations Code §5224(a), the number of directors then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the board. The action by written consent shall have the same force and effect as an unanimous vote of the directors. For purposes of Corporations Code §5211(b) only, "all directors" does not include an "interested director" as defined in Corporations Code §5233(a) or a "common director" as described in Corporations Code §5234(b) who abstains in writing from providing consent, when (i) the facts described in Corporations Code §5233(d)(1) or (d)(2) are established or the provisions of Corporations Code §5233(a) are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions is included in the written consent or consents executed by the noninterested or noncommon directors or in other records of the corporation; and (iii) the noninterested or noncommon directors approve the action by a vote that is sufficient without counting the votes of the interested directors or common directors.

Section 10. Director Voting

Each director shall have one vote on each matter presented to the board of direction for action. No director may vote by proxy.

Article VI. Officers

Section 1. Responsibilities of President

Subject to such supervisory powers as the board may give, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all board meetings. The president shall have such other powers and duties as the board or the Bylaws may require.

Section 2. Responsibilities of Secretary

The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; and the names of persons present at board and committee meetings.

The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and Bylaws, as amended to date.

The secretary shall give, or cause to be given, notice of all meetings of the board, and of committees of the board that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may require.

Article VII. Contracts, Indemnification, and Insurance

Section 1. Contracts with Directors

No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation unless (1) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board's consideration of such contract or transaction; (2) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors; (3) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (4) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (1) is approved or authorized by the corporation in good faith and without unjustified favoritism and (2) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

Section 2. Loans to Directors and Officers

This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General, provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

Section 3. Indemnification

To the fullest extent permitted by law, this corporation shall indemnify its directors and officers, and may indemnify employees and other persons described in Corporations Code §5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the board by any person seeking indemnification under Corporations Code §5238(b) or §5238(c) the board shall promptly decide under Corporations Code §5238(e) whether

the applicable standard of conduct set forth in Corporations Code §5238(b) or §5238(c) has been met and, if so, the board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. Insurance

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

Article VIII. Records and Reports

Section 1. Corporate Records

This corporation shall keep the following:

1. Adequate and correct books and records of account;
2. Minutes of the proceedings of its board, and committees of the board; and

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

Section 2. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind, and to inspect the physical properties of the corporation. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

Section 3. Annual Report

The board shall cause an annual report to be sent to the directors as part of the agenda package for the Mid-Year Board Meeting. That report shall contain the following information, in appropriate detail:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
2. The principal changes in assets and liabilities, including trust funds;
3. The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
4. The corporation's expenses or disbursements for both general and restricted purposes;
5. Any information required by this document; and
6. An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors who requests it in writing. If the board approves, the corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission. If a report sent to the Attorney General in compliance with the requirements of Govt C §§12580–12599.7 includes the information required in the annual report, then the corporation may furnish a copy of its report to the Attorney General in lieu of the annual report whenever it is required to furnish an annual report.

Section 4. Annual Statement

As part of the annual report or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation’s fiscal year, annually prepare and furnish to each director a statement of any transaction or indemnification of the following kind:

1. Any transaction (a) in which the corporation, or its parent or subsidiary, was a party, (b) in which an “interested person” had a direct or indirect material financial interest, and (c) that involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an “interested person” is either
 - a. Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest);
 - b. Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

2. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under the bylaws.

Article IX. Emergencies

Section 1. Emergency

The emergency bylaw provisions of this section are adopted in accordance with Corporations Code §5151(g). Notwithstanding anything to the contrary herein, this section applies solely during an Emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in these bylaws:

1. A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or regardless of cause, any fire, flood, or explosion;
2. An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;

3. An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
4. A state of emergency proclaimed by the governor of the state in which one or more Directors are resident, or by the President of the United States.

Section 2. Emergency Actions

During an emergency, the board may:

1. Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;
2. Relocate the principal office or authorize the officers to do so;
3. Give notice to a director or directors in any practicable manner under the circumstances, including, but not limited to, by publication and radio, when notice of a meeting of the board cannot be given to that director or directors in the manner prescribed by these bylaws; and
4. Deem that one or more officers present at a board meeting is a director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an emergency the board may not take any action that is otherwise not in the corporation's ordinary course of business, unless the required vote of the board of direction was obtained before the emergency. Any actions taken in good faith during an emergency under this section may not be used to impose liability on a director, officer, employee, or agent.

Article X. Amendment

Section 1. Amendment of Article of Incorporation

The directors may amend the Articles of Incorporation filed with the California Secretary of State by a vote of at least two-thirds of the number of directors.